

Maplewood Cemetery Association



INCORPORATED IN 1896
150 MIDDLE ROAD
HENRIETTA, NY
14467

NON-PROFIT BYLAWS OF MAPLEWOOD CEMETERY ASSOCIATION

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of New York and the Articles of Incorporation of Maplewood Cemetery Association. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of New York, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Corporation/Organization, it shall then be these Bylaws which shall be controlling.

ARTICLE 1 - NAME

The legal name of the Non-Profit Corporation/Organization shall be known as Maplewood Cemetery Association and shall herein be referred to as the "Corporation/Organization."

The cemetery grounds of the Maplewood Cemetery Association shall be known by the name of "Maplewood".
(April 4, 1896)

ARTICLE 2 - PURPOSE

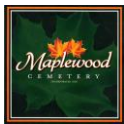
The Corporation/Organization is established within the meaning of IRS Publication 557 Section 501(c) (13) Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code. The basic law governing the operation of cemeteries in New York State is set forth in Article 15 of the Not-for-Profit Corporation Law.

Type of corporation: A cemetery corporation is a Type B corporation under this NYS § 1505. Special requirements of incorporation.

The Corporation/Organization shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of New York and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation/Organization.

ARTICLE 3 - DEDICATION OF ASSETS

The properties and assets of the Corporation/Organization are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Corporation/Organization, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of this Corporation/Organization.



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Regarding liquidation or dissolution of the Corporation:

Not-For-Profit Corp. Law § 1506: A cemetery corporation may convey and transfer its real property held for burial purposes, together with its other assets, to a town, in which such real property is located, if all the directors and trustees of such cemetery corporation living and residing in the state of New York unite in the conveyance and transfer.
(added August 17, 2024)

ARTICLE 4 - The Corporation/Organization Management Structure

General Powers and Responsibilities

The Corporation/Organization shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of New York.

The Corporation/Organization shall have a management structure as follows:

BOARD OF DIRECTORS

The Board shall establish policies and directives governing the business and programs of the Corporation/Organization subject to the provisions of these Bylaws, authority, and responsibility to see that the policies and directives are appropriately followed. The Board shall elect officers of the Corporation/Organization which shall include a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board may designate by resolution.

BUSINESS Management

The Board shall establish policies and directives governing business and programs of the Corporation/Organization and shall delegate to the Executive Director and Corporation/Organization staff, subject to the provisions of these Bylaws, authority, and responsibility to see that the policies and directives are appropriately followed. Business Management shall be responsible for all business and financial functions and transactions. The Executive Director, Secretary and Treasurer shall be included in this area.

Conveyances and Rules:

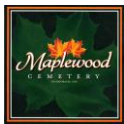
All conveyances of burial lots shall be made under the seal of the Corporation, verified by the Treasurer, approved by the President and certified by the Secretary. They shall be made subject to the conditions and limitations, and with the privileges specified in the rules and regulations that are now in force, or that shall from time to time be adopted and approved by the Board for the regulation and government of the Cemetery. The approved Rules and Regulations must be uniformly in force throughout the Cemetery, where possible.

(April 4, 1896) (Clarified December 1978)

(Amended: August 17, 2024, clarified)

GROUNDS - OPERATIONS Management

The Board shall establish policies and directives governing the Grounds - Operations of the Corporation/Organization and shall delegate to the Superintendent and Corporation/Organization staff, subject to the provisions of these Bylaws, authority, and responsibility to see that the policies and directives are appropriately followed.



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Grounds – Operations Management is responsible for the physical-grounds maintenance, grounds equipment, interment and foundation operations management.

The Board of Directors – Elections and Terms:

The annual election for Directors of the Maplewood Cemetery shall be held at such place in the County of Monroe as the Directors shall determine on the first Wednesday in March in each year. Notice of such election shall be given for at least ten days preceding such election. (See Article V regarding meeting notices).

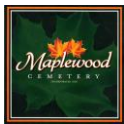
(Amended October 18, 1901, to the second Saturday of September)

(Amended March 3, 1999, to the first Wednesday of March)

The Governance Committee, if created, shall present nominations for new and renewing Board members first annual meeting. Recommendations from the Governance Committee shall be made known to the Board in writing before nominations are made and voted on. New and renewing Board members shall be approved by simple majority of those Board members at a Board meeting at which a quorum is present. If no Governance Committee is created, then this duty shall fall upon another committee created for that purpose or upon the President of the Board of Directors.

The Board of Directors:

- **Section 1.** The Board of Directors of the Association shall consist of not more than fifteen (15), nor less than twelve (12) members. Directors shall be elected for a three (3) year term with as nearly as possible one-third (1/3) of the directors being elected each year.
- **Section 2.** Each Director shall have one (1) vote and such voting may not be done by proxy.
- **Section 3.** The Board of Directors may at its discretion make such rules and regulations covering its meetings as it may desire, if they are not in conflict with the Certificate of Incorporation or Bylaws.
- **Section 4.** Directors elected to fill vacancies occurring for any cause other than the expiration of the term of office of the departing director, shall be elected to serve during the remainder of the term of the director he or she succeeded. They shall take office immediately upon election. The vote requires the majority of the remaining members of the Board of Directors to pass.
- **Section 5.** The position of Honorary Director shall be available for nominating a Director who no longer attends all the Board meetings, but desires to stay involved. A Director voted into this position shall vacate the existing Director position and Committee(s) to become an Honorary Director. An Honorary Director will be welcome to attend and participate at all Board meetings and functions but will not have a vote nor be included in the quorum count for a vote. The position will be reviewed annually.
- **Section 6. Removal.** A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of a simple majority of then-serving Board members. An elected Board Member who is absent from 3 consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the President of the Board his/her commitment to the Corporation/Organization. The Board may deem a Board member who has missed 3 consecutive meetings without such a reevaluation with the President, to have resigned from the Board.



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ELECTIONS: After the annual election of directors, and at the first meeting of the Directors in regular session after said election, the Board shall proceed to elect a President, Vice-President, Treasurer and Secretary for the ensuing year. The officer nominees shall be presented by the Governance Committee or designees.

- *(Article added: September 1979)*

Board Compensation

The Board shall receive no compensation other than for reasonable expenses. However, provided the compensation structure complies with Article 8, Sections relating to "*Conflicts of Interest*" and "*Restriction on Interested Directors*" and "*Duty to Disclose*" as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any Board member from serving the Corporation/Organization in any other capacity and receiving compensation for services rendered.

(Amended: August 17, 2024, added reference to Article 8)

Officer Compensation

The Secretary, Treasurer and Superintendent, shall receive compensation for services rendered the Association. Other officers may only be compensated for special services authorized by the Board.

(Amended: December 6, 1975, President replaced by Secretary in compensation position)

(Amended: October 15, 2022, Treasurer added to receive compensation)

ARTICLE 5 - MEETINGS

Board Meetings:

The Board of Directors shall meet at least once every quarter at such times and places as the President or Vice-President, acting as President, may direct. At the declaration of the elected officers, one (1) of the quarterly meetings may be replaced by a 'Business & Financial' report, distributed to the Association Board members.

Upon receipt of a written request signed by three (3) Directors, the President shall call a special meeting.

Quorum: Seven (7) shall constitute a quorum at any meeting.

(Amended: August 18, 1976, and reclassified as Article V from IV, quorum changed from 5 to 7).

(Amended: September 17, 2022. A declaration to replace a quarterly meeting with a report was added.)

Quarterly Business Meetings:

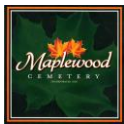
Seven (7) Directors shall constitute a quorum for the transaction of business. At every meeting the order of business shall be as follows, unless modified by the President for a specific meeting:

1. Reading of the minutes of the last meeting.
2. Reports of officers.
3. Reports of Standing Committees.
4. Reports of Special Committees.
5. Motions, Resolutions, and Notices.
6. Miscellaneous business.

(Amended: August 1976, quorum redefined as seven (7), correction of Directors instead of Trustees).

Meeting Notices:

- A written notice* of all meetings of the Board of Directors, specifying time and place, shall be given by the Secretary, by mailing said notice to all Directors and Officers, not later than 5 days prior to the day of a quarterly Board meeting and not less than 10 days for an annual meeting. (* *May be a printed or electronic notice.*)



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- Legal notice of the annual meeting of the Association shall be published in 1 or more area newspapers, for 3 consecutive weeks, prior to said meeting. The notice shall specify the date, time, place, and urge lot owners to attend.

(Amended: September 1977 and reclassified as Article VI from V, clarification of meeting notices).

(Amended: September 17, 2022. The clarification of 'written notice' was added.)

ARTICLE 6 - Officers and Duties

The Board shall elect officers of the Corporation/Organization which shall include a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board may designate by resolution. The same person may hold any number of offices, with the exception that the Secretary may not serve concurrently as the President.

A: Officer: President of the Board of Directors

The President shall preside at all meetings of the Board, regulate its proceedings, preserve order, and shall appoint all committees, unless otherwise directed by the Board, and see that all laws, rules, and regulations relating to the Association and its officers, agents and employees are faithfully observed. If no Governance (nominating) Committee is created, then this duty shall fall upon another committee created for that purpose or upon the President of the Board of Directors.

(Amended: September 1979 and reclassified as Article VII from VI, clarification of President's duties).

(Amended: September 17, 2022. Redundant words were removed)

B: Officer: Vice President

The Vice-President shall, in the absence of the President, discharge all his or her duties. The Vice-President accepts this office, with the understanding that he/she will move to the position of President the following year.

A 2nd Vice-President may be elected at the discretion of the board. The 2nd VP would be a backup to the Vice-President.

(Amended: September 1979 and reclassified as Article VIII from VII, clarification of Vice-President's duties).

(Amended: October 15, 2022, addition of the 2nd Vice-President position)

C: Officer: Secretary

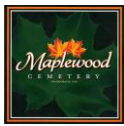
The Secretary, or his/her designee, shall attend all the meetings of the Board and keep a record of the proceedings. He or she shall have charge of the corporate seal of the Association and shall keep a register of all conveyances made by the Association, showing the names of the grantees, the date and consideration of each conveyance, and a description of the lot conveyed.

Conveyances of lots, plots and parts thereof shall be signed by the president or vice-president and the treasurer or assistant treasurer of the Corporation/Organization. (§ 1513 Sale of burial rights, NYS Not-for-Profit Corporation Law)

The Secretary shall be the custodian of all records and documents of the Corporation/Organization, which are required to be kept at the principal office of the Corporation/Organization and shall act as secretary at all meetings of the Board of Directors and shall keep the minutes of all such meetings on file in hard copy or electronic format. S/he shall attend to the giving and serving of all notices of the Corporation/Organization and shall see that the seal of the Corporation/Organization, if any, is affixed to all documents, the execution of which on behalf of the Corporation/Organization under its seal is duly authorized in accordance with the provisions of these bylaws.

(April 4, 1896, reclassified as Article IX from VIII September 1979)

(Amended: August 17, 2024, revision of Secretary's duties)



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D: Officer: Treasurer

- **Section 1.** The Treasurer shall receive and deposit all monies of this Association and shall oversee all its funds and securities and shall further keep an accurate record of receipts and expenditures and shall disburse funds only in such manner as is authorized by this Association. The Treasurer shall present a statement of account at every board meeting of this Association and full report of all accounts at the Annual Meeting and at other times when requested by the Board of Directors.
 - The Treasurer shall make recommendations to the Board of Directors regarding the hiring and termination of a bookkeeper or accountant, who shall be an assistant to the Treasurer, and may be authorized by the Board to make financial transactions.
- **Section 2.** Any unauthorized bill against the Association shall not be paid unless it is first certified as correct by the Secretary, President, Executive Director, or the Superintendent.
(Amended: August 1976, clarification of Treasurer's duties)
(Amended: October 15, 2022, revision of Treasurer's duties)
(Amended: July 4, 2024, revision of Treasurer's duties with the addition of the Executive Director)

E: Officer: Finance

- Section 1. The Finance Officer, if created, shall assist the Treasurer in the selection and management of the investment funds used primarily for the permanent maintenance (PM) accounts. The Finance Officer shall present a statement of account at every board meeting of this Association and full report of all PM accounts at the Annual Meeting and at other times when requested by the Board of Directors.
- Section 2. The Finance Officer shall, in the absence of the Treasurer, be responsible for the execution of the Treasurer's duties.
(Amended: January 14, 2023, addition of the Financial Officer and duties)

F: Officer: Executive Director (Business Manager):

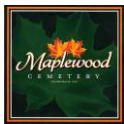
- The Executive Director shall be responsible to supervise, oversee and conduct all business activities and financial operations of the Corporation, subject to the control, advice, and consent of the Board of Directors. These activities include, but are not limited to all sales transactions, management of the financial records, management of the Corporation customer data, employee payroll, vendor transactions, Federal and NY State tax management and report filings, insurance management, conformance with NYS Cemetery Laws and requirements, marketing and social-public media management, management of the Corporation infrastructure technology and security requirements.
- The Executive Director shall be authorized to execute all contracts or other documents authorized by the Board of Directors.
- The Executive Director shall be authorized to negotiate all material business transactions of the Association.

(Amended: January 14, 2023, addition of the Executive Director and responsibilities.)

G: Officer: Superintendent (Grounds – Operations Manager):

The Board shall appoint as often as may be necessary, a "Superintendent of the Cemetery Grounds", who shall hold his or her office at a fixed compensation during the pleasure of the Board.

(April 4, 1896)



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Superintendent - Responsibilities:

The Superintendent shall have the general charge and superintendence of the cemetery grounds under the direction of the Board and shall report quarterly to the Board the condition of the grounds and the operations for the quarter and make appropriate recommendations.

- *(April 4, 1896)*
- *(Amended: October 15, 2022, clarification of responsibilities)*

ARTICLE 7 - Committees of Directors

The Board of Directors may, from time to time, and by resolution adopted by a majority of the directors then in office provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these Bylaws. Each such committee shall consist of at least three (3) directors and may also include persons who are not on the Board but whom the directors believe to be reliable and competent to serve at the specific committee. However, committees exercising any authority of the Board of Directors may not have any non-director members.

The following standing committees shall be appointed by the President at the first meeting of the Board in regular session after the election of Directors, who shall hold their office for one year or until their successors shall be chosen in their places:

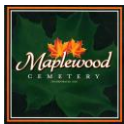
- **Executive Committee:** consisting of at least three (3), of which the President shall be ex officio, a member. The Executive Committee, unless limited in a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the Corporation/Organization between meetings of the Board.

Audit Committee:

The Board, at its sole discretion, may create an Audit Committee, which may review any other committee's operations, and may be composed of one or more persons including persons other than directors of the Corporation/Organization. The Audit Committee shall make recommendations to the Board of Directors regarding the hiring and termination of an auditor, who shall be an independent certified public accountant, and may be authorized by the Board to negotiate the auditor's salary. The Audit Committee shall consult with the auditor to assure its members that the financial affairs of the Corporation/Organization are in order, and after review shall determine whether to accept the audit. It shall also be the responsibility of the Audit Committee to ensure that the auditor's firm adheres to the standards for auditor independence, as set forth in the latest version of the Government Auditing Standards, which have been published by the Comptroller General of the United States, or any standards established and published by the Attorney General of New York. The membership of the Audit Committee, if created, shall not include the following persons:

- a) The President of the Board of Directors.
 - b) The Treasurer of the Corporation/Organization.
 - c) Any employee of the Corporation/Organization; or
 - d) Any person with a material financial interest in any entity doing business with the Corporation/Organization.
- *(Added August 17, 2024)*

Grounds Committee: A Committee of at least three (3) "on Cemetery Grounds," under the direction of which all surveys of sections, lots and avenues, and the fencing, embellishments and improvements of the cemetery grounds shall be made after approval by the Board.



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ARTICLE 8 - RECORDS AND REPORTS

Maintenance and Inspection of Articles and Bylaws

The Corporation/Organization shall keep at its principal office the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The Corporation/Organization shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Maintenance and Inspection of Other Corporate Records

The Corporation/Organization shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the Corporation/Organization. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Corporation/Organization shall turn over to his or her successor or the Chair of the Board or President, in good order, such corporate/organization monies, books, records, minutes, lists, documents, contracts or other property of the Corporation/Organization as have been in the custody of such officer, employee, or agent during his or her term of office.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation/Organization and each of its subsidiary corporations/organizations. The inspection may be made in person or by an agent or attorney and shall include the right to copy and make extracts of documents.

Conflict of Interest

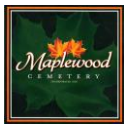
The purpose of the Conflict-of-Interest policy is to protect the Corporation/Organization's interest when it is contemplating entering a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations/organizations and is not intended as an exclusive statement of responsibilities.

(Added: July 4, 2024)

Restriction on Interested Directors

Not more 50% (percent) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person currently being compensated by the Corporation/Organization for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director; and (2) any brother, sister, parent, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the interested person.

(Added August 17, 2024)



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Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors who are considering the proposed transaction or arrangement.

(Added: July 4, 2024)

Establishing a Conflict of Interest

After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the potential conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

(Added August 17, 2024)

Violations of Conflict-of-Interest Policy

Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Board shall then inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person's explanation, and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

(Added August 17, 2024)

ARTICLE 9 - OFFICES

The principal office of the Corporation/Organization shall be located at 24 Flinton Run, Churchville, New York 14428.

The Corporation/Organization may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of the Corporation/Organization may find a need for from time to time, provided that any permanent change of address for the principal office is properly reported as required by law.

ARTICLE 10 - CORPORATE/ORGANIZATION SEAL

The Board of Directors may adopt, use, and alter a corporate/organization seal. The seal shall be kept at the principal office of the Corporation/Organization. Failure to affix the seal to any corporate/organization instrument, however, shall not affect the validity of that instrument, except for a grave sale deed.

The corporate/organization seal must be affixed to any grave sale deed being issued for validation.

ARTICLE 11 - FISCAL YEAR

The fiscal year for this Corporation/Organization shall follow the calendar year and end on December 31.



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ARTICLE 12 - Bylaws Changes

Bylaw Changes:

These Bylaws shall not be amended or changed except by an affirmative vote of at least a majority of the duly elected Directors at a meeting duly called and organized.

(April 4, 1896)

(Amended: September 17, 2022. The use of By-Law(s) was changed to Bylaw(s))

(Amended: August 18, 2024, new and revised sections and format)

CERTIFICATE OF SECRETARY

I, Trish M. Hooten, certify that I am the current elected and acting Secretary of the Corporation/Organization, and the above Bylaws are the bylaws of this Corporation/Organization as adopted by the Board of Directors on _____, and that they have not been amended or modified since the date above.

EXECUTED on this 5th day of March, 2025, in the County of Monroe in the State of New York.