

Maplewood Cemetery Association



INCORPORATED IN 1896
150 MIDDLE ROAD
HENRIETTA, NY
14467

BYLAWS

(Effective September 1979)

ARTICLE I.

Name:

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

Elections:

ARTICLE II.

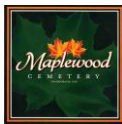
The annual election for Directors of the Maplewood Cemetery shall be held at such place in the County of Monroe as the Directors shall determine on the first Wednesday in March in each year. Notice of such election shall be given for at least ten days preceding such election. (See Article VI regarding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

(Amended October 18, 1901, to the second Saturday of September) (Amended March 3, 1999, to the first Wednesday of March)

ARTICLE III.

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, as long as 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 director who he or she may succeed, 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.



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ARTICLE IV.

Officers:

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 by ballot a President and Vice-President and shall elect a Treasurer and Secretary for the ensuing year.

(Article added: September 1979)

The Officers of the Secretary, Superintendent and Treasurer shall be appointed by the Board and shall serve as deemed by the Board.

(Amended: January 14, 2023. Officers are appointed, not elected, by the board.)

ARTICLE V.

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. 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.)

ARTICLE VI.

Meeting Notices:

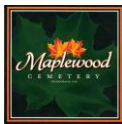
- A. A written notice* of all meetings of the Board of Directors, specifying time and place, shall be given by the Secretary, by mailing said notice to all Directors and Officers, not later than 5 days prior to the day of a quarterly Board meeting and not less than 10 days for an annual meeting.

** May be a printed or electronic notice*

- B. 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 'notice' was added.)



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ARTICLE VII.

Officer: President:

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.

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

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

ARTICLE VIII.

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)

ARTICLE IX.

Officer: Secretary:

The Secretary 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.

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

(Amended: October 15, 2022, revision of Secretary's duties)

ARTICLE X sub article A.

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.
- Section 2. Any unauthorized bills against the Association shall not be paid unless it is first certified as correct by the Secretary, President, or the Superintendent.

(Amended: August 1976, clarification of Treasurer's duties) (Amended: October 15, 2022, revision of Treasurer's duties)

ARTICLE X sub article B.

Officer: Finance:

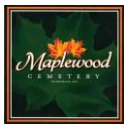
- Section 1. The Finance Officer shall assist the Treasurer in the selection and management of the investment funds used primarily for the permanent maintenance (PM) accounts. The Finance Officer shall present a statement of account at every board meeting of this Association and full report of all PM accounts at the Annual Meeting and at other times when requested by the Board of Directors.
- Section 2. The Finance Office 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)

ARTICLE X sub article C.

Officer: Business Manager:

- The Business Manager shall be responsible to supervise, oversee and conduct all business activities and financial operations of the Association, subject to the control, advise and consent of the Board of Directors. These activities include, but



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are not limited to all sales transactions, management of the financial records, management of the Association 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 Association infrastructure technology and security requirements.

- The Business Manager shall be authorized to execute all contracts or other documents authorized by the Board of Directors.
- The Business Manager shall be authorized to negotiate all material business transactions of the Association.

(Amended: January 14, 2023, addition of the Business Manager and responsibilities.)

ARTICLE XI.

Committees:

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:

- An Executive committee of three (3), of which the President shall be ex officio, a member.
- An Auditing Committee of three (3) members of the Association to which all accounts against the Association shall be referred for examination.
- A Committee of two (2) "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.

ARTICLE XII.

Conveyances and Rules:

All conveyances of burial lots shall be made under the seal of the Corporation, verified by the Treasurer 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: October 15, 2022, clarified)

ARTICLE XIII.

Officer: Superintendent:

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)

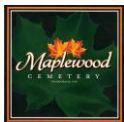
ARTICLE XIV.

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)



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ARTICLE XV.

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 XVI.

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).

ARTICLE XVII.

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)

2022 Bylaw amendments: Note: All Articles have been reviewed and only the changes have been noted,

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

The Board of the Maplewood Cemetery Association has approved the amended Bylaws on .