

## **BY-LAWS OF**

### **BELL'S CHAPEL CEMETERY ASSOCIATION, INC.**

#### **ARTICLE I**

##### **NAME, LOCATIONS AND OFFICES**

The name of this association is **BELL'S CHAPEL CEMETERY ASSOCIATION, INC.** and its principal office shall be in Dallas, Dallas County, Texas. The Board of Directors shall have the power and authority to change the principal office of the association.

#### **ARTICLE II**

##### **REQUIREMENTS FOR MEMBERSHIP**

Bell's Chapel Cemetery is a non-perpetual care, private cemetery, relying upon the tax-deductible donations of its members in order to maintain it. Therefore, a voting member is someone who donates to the restoration and maintenance of the cemetery and who is an owner of a plot or their descendent.

#### **ARTICLE III**

##### **MEETING OF MEMBERS**

1. Place. There shall be an annual meeting of the members of the Bell's Chapel Cemetery Association to be held in Rockett, Ellis County, Texas, at the Cemetery or at the Rockett Christian Church in case of inclement weather.
2. Time of Annual Meetings. The annual meeting shall be held on the last Sunday of April of each calendar year.
3. Special Meetings. Special Meetings of the members must be approved by the President or a majority of the Board of Directors and must be called by the President upon written request of twenty (20) members entitled to vote at such special meetings. No business other than that specified in the notice of meeting shall be transacted at any special meeting.
4. Notice. Written notice stating the place, day and hour of the meeting and its purposes for which the meeting is called shall be delivered not less than fifteen (15) days nor more than thirty (30) days prior to said meeting.
5. Voting Rights. Each member shall be entitled to one vote on any questions put to the meeting for consideration by the Board of Directors.
6. Quorum. Twenty (20) members of the stated membership of the Bell's Chapel Cemetery Association shall constitute a quorum.

7. Vote by mail.
  - a. The Secretary may send to the members a copy of any proposal to be offered at a meeting with the notice of the meeting, and the mail votes cast by the members shall be counted together with those cast at the meeting if the mail votes are returned to the association within ten (10) days prior to the meeting.
  - b. The Secretary may send to any member absent from a meeting an exact copy of the proposal acted on at the meeting, and the mail vote of the member of the proposal, if returned within ten (10) days, shall be counted together with the votes cast at the meeting.
8. Member Action without Meeting. Any action required to be or which could be taken at an annual or special meeting may be taken without a meeting if a consent in writing, setting forth the member's vote and the action voted on, shall be signed by the member entitled to vote thereon, and such shall constitute the action of the members when all of such consents and actions are delivered to the secretary for inclusion in the association's minute books.
9. Method of Voting. Voting on any question or in any election shall be by voice vote or show of hands.

#### **ARTICLE IV DIRECTORS**

1. Number and Qualifications. The number of Directors which shall constitute the whole board shall be not less than four (4) nor more than eight (8) Directors, all of whom must be at least twenty-one (21) years of age and a voting member. The first board shall consist of six (6) Directors. Thereafter, within the limits above specified, the Board of Directors shall elect the desired number at each successive annual meeting or a Special Meeting called for such purpose.
2. Election and Term of office. The first Board of Directors shall consist of two (2) Directors elected for one year, two (2) Directors elected for two (2) years, and two (2) Directors elected for three (3) years. At the first of each succeeding annual members meeting the desired number of directors shall be elected to serve until the next such annual members meeting. Each Director, unless removed as herein provided, shall hold his office for the term elected and until his successor shall have been elected and qualified, or have his/her term extended by the Board of Directors.
3. Duties and Powers. The business, property and affairs of the association shall be managed by the Board of Directors. Subject to restriction imposed by law, these By-Laws or the Articles of Incorporation, they may exercise fully any and all the powers of the association. The Board, however, shall empower the officers of the association to conduct the day-to-day business of the association.

4. Meetings. A regular meeting of the Board of Directors shall be held without other notice that this By-Law, immediately before or immediately after the Annual meeting, and at the same place as the annual meeting of the members. Other regular meeting for the Board of Directors shall be held at such times as the Board may from time to time determine.
  - a. Special meetings of the Board of Directors may be called by the President at any time; and he must, upon written request of any two Directors, call a special meeting to be held not more than fourteen (14) days after the receipts of such request.
5. Place of Meetings. All regular meetings of the Directors shall be held at the Rockett Christian Church, or at such other place as the directors may direct.
6. Quorum. At any meeting of the Board of Directors, the presence of a majority of the Board shall be necessary to constitute a quorum for the transaction of business. However, should a quorum not be present, a lesser number may adjourn the meeting to some further time, not more than fourteen (14) days later.
7. Voting. At all meetings of the Board of Directors, each Director shall have one vote.
8. Informal Action. Any action required to be taken at a meeting of the Directors may be taken without meeting if they consent in writing setting forth the action to be taken, and shall be signed by all Directors entitled to vote with respect to the subject matter thereof.
9. Vacancies. Any vacancy occurring in the Board of Directors by death, resignation, or otherwise shall be filled promptly by a majority vote of remaining Directors within sixty (60) days after the occurrence of the vacancy. The Director thus chosen shall hold office for the unexpired term of his/her predecessor, unless extended by the Board.
10. Removal of Directors. Any Director may be removed from his/her position at any meeting of the Board of Directors if notice of intention to act upon such question shall have been stated as one of the purposes of such meeting.
11. Resignation. Any Director may resign his/her office at any time, such resignation to be made in writing and to take effect immediately without acceptance.

## **ARTICLE V OFFICERS**

1. Number, Titles, and Terms of Office. The Officers of the association shall be a President, one of more Vice-Presidents (as determined by the board of Directors), a Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, and such other officers as the Board of Directors may from time to time elect or appoint. Each officer shall hold office until his/her successor shall have been duly appointed by the Board or until his/her death or until he/she shall resign or shall have been removed in the manner herein provided.

2. Election. All officers of the association shall be appointed by a majority vote of the Board of Directors at its regular meeting or as soon after vacancies have come into existence as may be conveniently held. Any officer may succeed himself.
3. Removal. Any officer appointed by the Board of Directors may be removed by a majority vote of same whenever in its judgment the best interest of the association would be served thereby. Such removal shall be without prejudice to the removed officer's rights as a member.
4. Vacancies. All vacancies in any officer shall be filled promptly by the Board of Directors.
5. President – Duties and Powers. The president shall be the chief executive officer of the association, and, subject to the Board of Directors, shall be in general charge of the properties and affairs of the association. He/she shall preside at all meetings of the members and of the Board of Directors. He/she shall sign, with the Secretary, certificates, and deeds, mortgages, 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 to some other officer or agent of the association, or shall be required by law to be otherwise executed; and in general, he/she 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.
6. Vice-President – Duties and Powers. Each Vice-President shall have such powers and duties as may be assigned to him/her by the Board of Directors, and in the order of their seniority, shall exercise the powers of the President during that officer's absence or inability to act. Any action taken by a Vice-President in the performance of the duties of the President shall be conclusive evidence of the absence or inability to act by President at the time such action was taken. Additional duties will be to:
  - a) Oversee proper grave opening and
  - b) Oversee and arrange for the general maintenance of the cemetery grounds.
7. Secretary. The Secretary shall.
  - a) Keep the minutes of the members and of the Board of Directors' meetings in one or more books provided for the purpose;
  - b) See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law.
  - c) Be custodian of the association records and of the seal of the association, if the By-Laws of this association provide for a seal, and see that the seal of the association is affixed to all certificates of membership prior to the issue thereof and to all documents, execution of which on behalf of the association is duly authorized in accordance with these By-Laws;
  - d) Keep a register of the post office address of all known members.

- e) In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.
  - f) Prepare the program for the annual meeting, gathering all appropriate information from other officers and furnish to the President for presentation to the annual member meeting.
8. Assistant Secretary – The Assistant Secretary shall perform any or all duties of the Secretary as the Secretary desires.
9. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the association, receive and give receipts for monies due and payable to the association from any source whatsoever, and deposit all such money in the name of the association in such banks or other depositories as shall be selected by the Board of Directors and Treasurer, and such other duties as from time to time may be assigned by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful performance of his/her duties in such sum and with such surety as the Board of Directors shall determine. The Treasurer will prepare a financial statement to be presented at each Annual Meeting. This statement shall be available to any voting member upon request.
10. Assistant Treasurer – The Assistant Treasurer shall perform any or all duties of the Treasurer as the Treasurer desires.

**ARTICLE VI  
FISCAL YEAR**

The fiscal year of the association shall commence January 1 and end December 31 of each year, unless changed by the Board of Directors

**ARTICLE VII  
AMENDMENT OF BY-LAWS**

The Board of Directors has the authority to update the By-Laws and Articles of Incorporation by altering, deleting, amending, or repealing by an affirmative majority vote.

Executed this 16th of April, 2016

s/s B. Van Sutton, President

Approved by the Board of Directors in its Annual Board Meeting this same date