

# Delaware Cemetery Association By-Laws

## ARTICLE 1 Name, Location and Objectives

1.1 The name of the organization is the Delaware Cemetery Association (the "Association"). The physical location of the cemetery is 0.1 miles from the intersection of routes 209 and 739 on Route 739 North in Dingmans Ferry, PA. The mailing address is: Delaware Cemetery Association, c/o Delaware Township, 116 Wilson Hill Road, Dingmans Ferry, PA 18328.

1.2 The Delaware Cemetery Association was chartered as a corporation by the County of Pike in the State of Pennsylvania in 1880.

1.3 It was formed to be a volunteer organization whose purpose is to own a piece of property in Dingmans Ferry, Pennsylvania; and from that real estate, to provide the selling of burial rights of plots and gravesites to the public; to facilitate burials in those deeded plots; and to maintain the sold plots, unsold plots and the cemetery grounds and roadways in a reasonable state of upkeep and repair.

1.4 From its beginning, the Association has conducted its business on a non-profit basis. Earnings are to be used only for; 1) payment of ordinary expenses of operating and maintaining the cemetery, 2) to create a fund as a source of income for the perpetual care of the cemetery, and 3) to provide a reasonable reserve for ordinary and necessary expenses directly related to the operation of the cemetery.

1.5 No part of the earnings or income of the Association shall inure to the benefit of any member or Board of Managers person.

1.6 The Association's fiscal year shall be January 1<sup>st</sup> through December 31<sup>st</sup> of each year.

## ARTICLE 2 Membership

2.1 Every person owning a plot is a member of the Delaware Cemetery Association, and each purchased plot shall be entitled to one vote at meetings of the Association.

2.2 Plot ownership may be passed on to heirs and assigns. In addition to Association records, proof of ownership shall be from the original purchase deed, or other proof of relationship to the original owner as may be requested by the Board of Managers.

2.3 No person shall be denied the right to purchase a plot in Delaware Cemetery because of age, race, color, sex, religion, creed, national orientation, military status, sexual orientation, disability or any other characteristic protected by law.

2.4 There shall be no membership dues.

2.5 Owning a plot gives to Owners the right to bury individuals according to the Rules and Regulations of the Association. Members are entitled to attend the Association Annual or Special Membership Meetings; to vote at the Annual Meeting for members of the Board of Managers; are eligible to hold Association elective office; and if presented, to vote on By-Laws Amendments or such other business as may be presented for vote by the Board of Managers.

2.6 It shall be the duty of a plot-owner to notify the Association of any change of address. Notice sent to the plot owner's last address on file shall be sufficient and proper notice. Members for whom available contact

information is incorrect and efforts to communicate have been returned with a marking of unknown or undeliverable shall be given Inactive status. Efforts to communicate with them about Annual Meetings shall be limited to the Association's newspaper advertisements for the Annual Meeting. Upon receipt of current contact information, communications via all means chosen by the Board of Managers shall resume.

### **ARTICLE 3      Membership Meetings**

3.1 Meetings shall be called by the President of the Association

3.2 Annual Meeting

(a) There shall be one Association Annual Meeting, to be held within the first two (2) weeks of May, at a time and place as the Board of Managers may designate. The purpose of the Annual Meeting is to elect members of the Board of Managers, to receive reports from the Board of Managers of the activities and business of the Cemetery in the preceding year, and to vote on any Amendments to the By-Laws.

(b) Advertising and communications for letting members know about the Meeting shall be chosen by the Board of Managers. Information about the Annual Meeting must go out to the Members at least 10 days before the meeting, and a minimum of two advertisements must be placed in a Pike County newspaper, one per week, in the two weeks prior to the week of the Meeting.

(c) A quorum for the Annual Meeting shall be nine.

(d) With the exception of voting on By-Laws Amendments, voting shall be decided by a simple majority of Members present at the meeting. By-Laws changes voting must be decided by a two-thirds majority. There shall be only one vote per plot.

3.3 Association Special Meetings

(a) Special Meetings are to be called by the President.

(b) Special Meetings may be called by a written request from five (5) Members to the President, or by a request from three (3) Managers.

(c) The purpose of the meeting shall be stated in the call.

(d) Except in cases of emergency, the same effort must be made to let members know about the Special Meeting as would be done for an Annual Meeting.

(e) A quorum for a Special Meeting shall be nine.

### **ARTICLE 4      Governing Bodies – Board of Managers**

4.1 The property, business and affairs of the Association shall be governed by a Board of Managers (the "Board").

4.2 The Board acts as trustee of the Association's assets and ensures that the Association is well managed and remains fiscally sound. In doing so, the Board must exercise proper oversight of the Association's operations and maintain the legal and ethical accountability of its Officers, Board members and volunteers.

4.3 Each Manager is expected to actively participate in Association planning and decision-making, and to make sound and informed judgments. When acting on behalf of the Association, Managers must put the interests of the nonprofit before any personal or professional concerns and avoid potential conflicts of interest. Managers must ensure that the Association complies with all applicable federal, state, and local laws and regulations, and that it remains committed to its established mission. In addition to its legal responsibilities, the Board of Managers acts in a fiduciary role by maintaining oversight of the Association's finances. Managers must evaluate financial policies, approve budgets, and review periodic financial reports to ensure that the Association has the necessary resources to carry out its mission and remains accountable to its members and the general public.

4.4 Managers serve without compensation, but may be reimbursed for actual expenses for submitted/approved expenses made on behalf of the Association.

4.5 The Managers shall be elected at the Association Annual Meeting, or appointed to fill vacancies as hereinafter provided.

4.6 There shall be nine (9) Managers, and each will serve a term of three (3) years. The terms shall be staggered so that three (3) Managers are elected each year.

4.7 Seven (7) of the Board shall be plot-owning Members. Two (2) of the Board may be non-Member non-plot owning. Only one member of a family may be a Manager at a time.

4.8 A quorum for the transaction of Board business at any meeting shall be 5, consisting of at least two (2) Officer/Managers and three (3) other Managers present.

4.9 Managers shall elect from the Board, within 30 days of the Annual Meeting, the four (4) Officers for the Association. Election of Officers shall be decided by a simple majority vote of Managers.

4.10 Should a Manager vacancy occur prior to completion of that Manager's term, the vacancy may be filled for the unexpired term by a vote of the Board.

4.11 Any Manager who misses four (4) consecutive meetings may be replaced by the Board with an appointment of a person to complete the term of the replaced Manager.

4.12 Any resignation from the Board must be in writing.

4.13 Regular Board of Managers meetings shall be held no less than two (2) times a year. The number of regular meetings shall be determined by a vote of the Board of Managers at the first Board meeting after the Annual Association meeting.

## **ARTICLE 5      Officers**

5.1 There shall be four (4) Officers ("Officers") of the Association; President, Vice-President, Secretary, and Treasurer. These Officers shall have all the powers and authority of the Board of Managers in the intervals between Board meetings, and are subject to the direction and control of the full Board. The Board may elect or appoint such other Officers and assistant Officers as may be deemed necessary.

5.2 All Officers shall have such powers and perform such duties as may be determined from time to time by the Board of Managers. In the absence of specific directives by the Board, such Officers shall have such powers and duties as generally pertain to their respective offices.

5.3 The Board of Managers shall hold a meeting, within thirty days of the Association Annual Meeting, for the purpose of choosing Officers. The election of Officers shall be decided by a simple majority vote of the Board. Elected Officers shall hold office until their successors shall have been elected, or until death, resignation or removal. Should an Officer's position become vacant, the Board shall be convened within 30 days to elect a Board member to fill the vacant office for the rest of that Office term.

**ARTICLE 6 Limitation of Personal Liability of Officers/Board; Indemnification of Officers/Board**

6.1 The Association and its Board of Managers, 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 Managers 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 Managers take or omit (other than actions and omissions constituting willful misconduct). The Association and its Board of Managers 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.

**ARTICLE 7 Amendments to the By-Laws**

7.1 These By-Laws may be amended or revised at any Annual or Special Meeting of the Association by a two-thirds vote of the voting members present and voting. The required notice (as in Article 3) of the meeting must specify that Amendments to the By-Laws are on the Agenda for the Meeting, and that the specifics of any proposed Amendments are made available to the Membership at least two (2) weeks prior to said Meeting.

7.2 These By-Laws were approved and adopted by the Delaware Cemetery Association on November 8 , 2014 and supersede any and all previous By-Law versions adopted by this Association.