

## **CHRISTIANA PRESBYTERIAN CEMETERY, INC. BYLAWS**

### **ARTICLE I - OFFICE AND CORPORATE SEAL**

Section 1. The registered office of the corporation in Delaware shall be 15 North Old Baltimore Pike, Christiana, New Castle County, Delaware 19702; and its registered agent in Delaware is the Christiana Presbyterian Cemetery, Inc., 15 North Old Baltimore Pike, Christiana, Delaware 19702.

Section 2. This corporation is a non-profit organization, and no capital stock shall ever be issued by this corporation.

Section 3. The corporate seal shall have inscribed thereon the name of the corporation, the year of its incorporation, and the words "Incorporated Delaware."

### **ARTICLE II • MEMBERSHIP**

Section 1. Members of this corporation must be 18 years of age or older.

Section 2. Any such person who has been duly accepted into the membership of the Christiana Presbyterian Church shall be a member of this corporation and shall remain a member as long as he/she remains on the active roll of that church.

Section 3. Any owner of a lot in Christiana Presbyterian Cemetery shall be a member of this corporation upon nomination by two Directors and acceptance by a majority vote of the Board of Directors. .

Section 4. Other interested individuals may become members of this corporation upon nomination by two Directors and acceptance by a majority vote of the Board of Directors.

### **ARTICLE III - MEETINGS OF MEMBERS**

Section 1. The annual meeting of members for the election of Directors shall be held on a Sunday in March in each year, as determined by the Board, at which meeting they shall elect by plurality vote a Board of Directors and may transact such other business as may come before the meeting.

Section 2. At least ten days written notice shall be given to each member before the annual meeting of this corporation and for any other meetings scheduled by the Board of Directors. This written notice shall be published on the Christiana Presbyterian Church website.

Section 3. A special meeting of the corporation may be called by the President at any time, and shall be called by the President by a vote of the majority of the Directors or upon written request of at least two members of the Board of Directors. Written notice of any special meeting shall be given to the members as promptly and as fully as circumstances permit, in accordance with Section 4 below. All requests for such meetings and all notices thereof shall state clearly and definitely the purpose of the meeting, and no other matter except that specified in the request and notice may be

considered at a special meeting.

Section 4. Notice required to be given under the provisions of these Bylaws to any Director, officer or member shall be construed to mean publishing the meeting information on the Christiana Presbyterian Church website. Such notice shall specify the place, day and hour of the meeting, and in the case of a special meeting, the general nature of the business to be transacted. Any member, officer or director may waive, in writing, any notice required to be given under these bylaws, whether before or after the time stated therein.

Section 5. All meetings of this corporation, both annual and special, shall be held in the Ernest Freeman Hall Memorial Building, 15 N. Old Baltimore Pike, Christiana, Delaware 19702, or at such other place as may be fixed by the Board of Directors or as shall be specified and fixed in the respective notices or waivers of notice thereof.

Section 6. No change of time or place of a meeting for the election of Directors as fixed by the Bylaws, or of a special meeting, shall be made within ten days next before the day on which such a meeting is to be held. In case of any change in time or place for such meeting, notice thereof shall be given to each member entitled to vote at least ten days before the meeting is held.

Section 7. A complete list of members entitled to vote, arranged in alphabetical order and showing the address of each member, shall be prepared by the Secretary and shall be open to the examination of any member at stated hours and place ten days before every meeting of the membership, in the manner that the Board determines, and during the whole time of the meeting.

Section 8. At all meetings of this corporation, each member shall have one vote, and such vote must be cast in person and not by proxy.

Section 9. A quorum for the transaction of business at a meeting of this corporation shall consist of no less than twelve members. When a quorum is declared to be present by the President the meeting shall be legal and proper, even though thereafter during the meeting a quorum may not be present.

Section 10. If any official action taken by the Board of Directors is contested in a meeting, said action shall be put to a vote and cannot be overruled by the membership unless vetoed by two-thirds of the members present at the meeting.

Section 11. At all meetings of this corporation, the President shall preside and in his/her absence the Vice-president shall preside. In the absence or disability of the President and Vice-president, the board may appoint from their own number a President pro tem.

Section 12. In the conduct of any meeting of this corporation any parliamentary questions not covered by these bylaws or by the constitution and laws of the State of Delaware shall be decided by Roberts' Rules of Order.

#### ARTICLE IV - BOARD OF DIRECTORS

Section 1. The property and business of the corporation shall be managed and

controlled by its Board of Directors. There shall be no less than five nor more than eleven Directors of this corporation, as determined by vote of the membership. Directors must be members.

Section 2. As long as the Christiana Presbyterian Church exists as a church in New Castle Presbytery or its successor, a sufficient number of Directors to constitute a simple majority shall be members of that church, and one director must be an elder currently serving on the church session. These Directors will be elected at the annual meeting of the corporation, pursuant to their nomination by the congregation of the Christiana Presbyterian Church.

Section 3. The Board of Directors shall act as a nominating committee. It shall present at the annual meeting of the corporation at least as many nominees for Directors as there are vacancies on the board minus those nominated by the congregation as stipulated in Section 2, above.

Section 4. Members may also nominate members (with their prior consent) from the floor at the annual meeting of the corporation.

Section 5. Each Director shall be elected by the membership at the annual meeting for a term of three years, or until his/her earlier resignation or removal.

Section 6. If there be any vacancies in the board by reason of death, resignation or otherwise, or if there be any newly created directorships resulting from any increase in the authorized number of Directors, such vacancies or newly created directorships may be filled for the unexpired term by a majority vote of the Directors then in office, though less than a quorum.

Section 7. The presence of a majority of the total number of Directors shall constitute a quorum for the transaction of business.

Section 8. Any action required or permitted to be taken at any meeting of the Directors, or of any committee thereof, may be taken without a meeting if the Directors or members of the committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of the proceedings of the Directors or committee.

Section 9. The Directors may hold a meeting of the Directors or a committee of the Directors by means of a conference, the internet, telephone or similar communications equipment, by means of which all persons participating in the meeting can hear one another; participation in this manner shall constitute presence in person at such a meeting.

Section 10. A director or any other officer may resign at any time, such resignation to be in writing, and to take effect from the time of its receipt by the corporation, unless some time be fixed in the resignation and then from that date. The acceptance of a resignation shall not be required to make it effective.

Section 11. After each annual election of Directors, the Board of Directors shall meet for the purpose of organization, the election of officers, and the transaction of other business, at such place and time as shall have been fixed by the Board of Directors, and notice shall be given to all Directors, including those newly elected.

Section 12. Regular Board of Directors meetings shall be held at least quarterly, time and place to be fixed by resolution of the Board. No notice of regular meetings shall be required. Additional meetings may be called by the President or Vice-president as needed.

Section 13. Special meetings of the Directors may be called by the President on two

days notice in writing or on one day's notice by telephone to each Director, and shall be called by the President in like manner on the written request of two directors.

Section 14. The Board of Directors shall have, in addition to such powers as are hereinafter expressly conferred on it, all such powers as may be exercised by the corporation, subject to the provision of statute, the certificate of incorporation and the Bylaws. The Board of Directors shall have power:

- To purchase, lease or otherwise acquire property, rights or privileges for the corporation, which the corporation has power to take, at such prices or rents and on such terms as the Board of Directors may deem proper.
- To pay for or rent such property, rights or privileges in whole or in part with money, stocks, bonds, debentures or other securities of the corporation or by the delivery of other property of the corporation.
- To appoint agents, clerks, assistants, factors, employees and trustees, and to dismiss them at its discretion, to fix their duties and remuneration and to change them from time to time and to require security as it may deem proper.
- To confer on any officer of the corporation the power of selecting, discharging or suspending such employees.
- To determine by whom and in what manner the corporation's bills, notes, receipts, acceptances, endorsements, checks, releases, contracts or other documents shall be signed.

## ARTICLE V - OFFICERS

Section 1. The officers of this corporation shall be a President, Vice-president, Secretary and Treasurer, and no one person can hold more than one of these offices at the same time. The officers of the corporation shall hold office for one year and until their successors are chosen and have qualified. Any officer or agent selected or appointed by the Board may be removed by the Directors whenever in their judgment the best interest of the corporation will be served thereby.

Section 2. The Board of Directors of this corporation shall elect the foregoing officers from the current Directors, and may also appoint a person to be Superintendent of the Christiana Presbyterian Cemetery.

Section 3. The President of this corporation shall be the executive officer in charge of the affairs of the corporation. He/She shall preside at all meetings of the Board of Directors and of this corporation and shall see that all orders of the Board of Directors are carried out. He/She shall also execute all contracts or agreements on behalf of this corporation when authorized to do so by the Board of Directors. The President shall have general supervision of all other officers of this corporation and shall see that their duties are properly performed. He/She shall be, ex officio, a member of all committees of this corporation, whether standing or special committees. The President shall present at each annual meeting a full and complete statement of the business and affairs of the corporation for the preceding year. Such statement shall be prepared and presented in whatever manner the Directors shall deem advisable and need not be verified by a certified public accountant.

Section 4. The Vice-president shall have such powers as the President has, when the President shall be absent or unable to act as President, and shall perform such other duties

as prescribed by the Board of Directors.

Section 5. The Treasurer shall have custody of the funds and securities of the corporation and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. He/She shall disburse the funds of the corporation as ordered by the Board or President, taking proper vouchers for such disbursements, and shall render to the President and Directors whenever they may require it an account of all transactions as treasurer and of the financial condition of the corporation. At the regular meeting of the Board next preceding the annual members meeting, he/she shall render a like report for the preceding year.

He/She shall give the corporation a bond, if required by the Board of Directors, paid by the corporation, in such sum and in form and with security satisfactory to the Board of Directors for the faithful performance of the duties of his/her office and the restoration to the corporation, in case of his/her resignation or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his/her possession, belonging to the corporation. He/She shall perform such other duties as the Board of Directors may from time to time prescribe or require.

All checks, drafts, or orders from the payment of money shall be signed by the treasurer or by such other officer or officers as the Board of Directors may from time to time designate. No check shall be signed in blank.

Section 6. The Secretary shall keep accurate minutes of all meetings of this corporation, and shall be in charge of and responsible for the minutes and records of the corporation; except that the maintenance and keeping of a register of cemetery lots, lot owners, and interments shall be under the immediate direction and supervision of the Superintendent, as hereinafter provided, or if there is no Superintendent, under the direction and supervision of the Board. The Secretary shall also have charge of the membership list of the corporation. He/She shall prepare and make, at least ten days before every meeting of the membership, a complete list showing the members entitled to vote at the meeting, and showing the addresses of the members. The list shall be open to examination by the members, for any purpose germane to the meeting, as specified in ARTICLE III, Section 7 above.

Section 7. Any vacancy occurring in any office of the corporation by death, resignation, removal, or otherwise shall be filled for the unexpired term by the Directors. Vacancies and newly created directorships resulting from any increase in the authorized number of Directors may be filled by the Directors then in office, although less than a quorum. If at any time, by reason of death or resignation or other cause, the corporation should have no Directors in office, then any officer or any member or executor, administrator, trustee or guardian of a member, or other fiduciary entrusted with like responsibility for the person or estate of a member, may call a special meeting of members in accordance with the provision of these Bylaws.

Section 8. Any member of record, in person or by attorney or other agent, shall, upon written demand under oath stating the purpose thereof, have the right during stated hours to inspect for any proper purpose the corporation's membership list and its other books and records, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to such person's interest as a member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the member. The demand

under oath shall be directed to the corporation at its registered office in this state or at its principal place of business.

Section 9. The corporation shall indemnify any person who was or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he/she is or was a Director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a Director, officer, employee or agent of another company, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding, to the extent and under the circumstance permitted by the General corporation Law of the State of Delaware. Such indemnification (unless ordered by a court) shall be made as authorized in a specific case upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he/she has met the applicable standards of conduct set forth in the General Corporation Law of the State of Delaware. Such determination shall be made (1) by the Directors by a majority vote of the quorum consisting of the Directors who are not a party to such action, suit or proceeding, or (2) if such quorum is not obtainable, or even if obtainable, if a quorum of the disinterested Directors so directs, by independent legal counsel rendering a written opinion, or (3) by the members. The foregoing right of indemnification shall not be deemed exclusive of any other right to which those seeking indemnification may be entitled under any bylaw, agreement, vote of the members or the disinterested Directors or otherwise, and shall continue as to a person who has ceased to be the Director, officer, employee or agent and it shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 10. In the case of the absence or disability of any officer of the corporation or for any other reason deemed sufficient by a majority of the Board of Directors they may delegate his/her powers or duties to any other officer or to any Director for the time being.

## ARTICLE VI - SUPERINTENDENT

Section 1. Appointing or employing a Superintendent is not required. If no Superintendent is appointed, the President or one of the other directors appointed by the President shall perform the Superintendent's duties, as described in this ARTICLE.

Section 2. Maintain a register stating at least the name, date of birth, date of death, and date of interment of all persons who are interred in the Christiana Presbyterian Cemetery, and shall also retain a death certificate and/or burial permit and/or cremation certificate for each interment.

Section 3. Maintain a register of all sales and transfers of burial lots in the cemetery.

Section 4. Supervise the maintenance of the Christiana Presbyterian Cemetery (to include the cemetery memorial garden) and the work of any contractor(s) relating to grass cutting, the opening and closing of graves, and installation of monuments, foundations, and corner markers.

Section 5. Arrange for necessary repairs to lots and monuments in the cemetery, and shall collect the estimated cost thereof from lot owners in advance whenever such cost is properly attributable to them.

Section 6. Have authority to sell lots in the Christiana Presbyterian Cemetery upon such terms and conditions as shall be required by these Bylaws and/or by Rules and Regulations adopted by the Board of Directors, and shall instruct the purchasers of lots of their duties and responsibilities in connection therewith.

Section 7. Report to the Board of Directors any failure of owners of cemetery lots to abide by the Rules and Regulations governing the operation of the cemetery.

Section 8. Submit a report at the annual meeting of the corporation, such report to include a statement of the burials made, the number of lots sold during the preceding year, the proceeds therefrom, and any other relevant information.

Section 9. Deliver to the Treasurer of this corporation all funds received from cemetery transactions, and the Treasurer shall record/document the transactions.

Section 10. Have the power to appoint an Assistant Superintendent who shall have powers and duties delegated by the Superintendent. To be effective, this appointment must be ratified in writing by the Board of Directors of this corporation.

Section 11. Have such other powers and/or duties as shall be delegated in writing by the Board of Directors.

Section 12. Receive remuneration as determined by the Board of Directors.

#### ARTICLE VII - CEMETERY LOTS

Section 1. All lots in the cemetery shall be held subject to the Bylaws and Rules and Regulations of this corporation and the laws of the State of Delaware.

Section 2. A deed shall be furnished to each lot holder at the time of purchase, such deed to be signed by the President and attested by another member of the Board of Directors of this corporation.

Section 3. The "sale" of lots conveys only the right of interment and not the ownership of the land; thus the resale or transfer by a lot holder to anyone other than this corporation is not permissible without written authorization from the Board of Directors, and in that case, must be done in accordance with the corporation Rules and Regulations currently in effect.

Section 4. The Board of Directors shall adopt and maintain Cemetery Rules and Regulations, including lot prices and fees for maintenance and service. These prices will be listed and kept up to date by the Superintendent. A copy of "Cemetery Rules and Regulations" will be attached to every deed at the time of purchase.

#### ARTICLE VIII - FINANCES

Section 1. All checks and/or orders for the withdrawal of funds of this corporation from any depository shall be signed by the treasurer or by such other officer or officers as the Board of Directors may from time to time designate.

Section 2. All bills for payment shall be approved by the Board of Directors before payment, except for salaries and other recurrent expenses approved in advance. No blank checks will be issued.

Section 3. The financial books and records of this corporation shall be open for inspection by any member of the Board of Directors upon request.

Section 4. There shall be an annual audit of the financial books and records of this corporation by the Auditing Committee, and a report from this committee shall be made at each annual meeting of this corporation.

Section 5. The fiscal year shall begin on the first day of January of each year.

#### ARTICLE IX - COMMITTEES

Section 1. There shall be an Auditing Committee consisting of at least two members of this corporation, none of whom have been Directors during the year under audit. The Auditing Committee will be appointed annually by the President and approved by the Board of Directors, or may be the Christiana Presbyterian Church Auditing Committee. The Auditing Committee shall perform an official audit of the finances of this corporation within the month prior to the annual meeting.

Section 2. The president shall appoint additional committees as authorized by the Board of Directors.

#### ARTICLE X - AMENDMENTS

Subject to any conflicting provision in the constitution and laws of the State of Delaware, these bylaws may be amended by the affirmative vote of two-thirds of the Directors; and such an amendment must be available in writing to all members of the corporation within two weeks after the meeting at which the amendment was voted upon. Such an amendment may be overridden only by a two-thirds vote of the membership present at a meeting of this corporation.

#### ARTICLE XI - DISSOLUTION

Section 1. The Board of Directors may authorize the filing of a Certificate of Dissolution of the Corporation with the Delaware Secretary of State only at a special meeting called for that express purpose and with the subsequent approval of a 2/3 majority vote of the members present at the special meeting.

Section 2. Prior to the filing of a Certificate of Dissolution all liabilities, debts, and/or obligations of the corporation shall be paid, satisfied or discharged or adequate provision shall be made therefor.

Section 3. Assets not held upon a condition requiring return, transfer or conveyance to any other organization or individual shall be distributed, transferred or conveyed, in trust or otherwise, to charitable or educational organizations, organized as 501(c)(3) institutions under the Internal Revenue Code of 1986 as amended, of a similar or like nature as this corporation, as determined by the Board of Directors.

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