

**BY LAWS  
OF  
METROPOLITAN CEMETERY ASSOCIATION, INC.**

**ARTICLE I: MISSION STATEMENT**

- Section 1.* The Association shall be known as the *METROPOLITAN CEMETERY ASSOCIATION, INC.*
- Section 2.* The purposes of the Association shall be:
- a) To foster the interests of those engaged in the operation and maintenance of cemeteries in the New York metropolitan area;
  - b) To create and maintain high ethical standards in the conduct of Cemetery administration;
  - c) To obtain the advantages to be gained by mutual cooperation. And
  - d) To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers.

**ARTICLE II: MEMBERSHIP**

Classes of Members There shall be three (3) classes of members: voting member, associate and supplier.

- Section 1.* *Voting member.* Each cemetery shall designate a person to represent it in all matters relating to the Association, and shall file such designation with the Secretary/Treasurer of the Association. This person shall be known as the *voting member*.
- Section 2.* An Associate Member shall be an individual currently or formerly engaged in cemetery work, but is not a voting member. An Associate Member shall be eligible to hold office and serve on committees.
- Section 3.* The Supplier membership shall consist of those firms that do business in the New York metropolitan area. A supplier member shall be eligible to serve on committees.
- Section 4.* The Board of Directors may at its discretion designate honorary members of this Association. These members shall not have the privilege of voting and shall not pay dues.
- Section 5.* If any member representative is accused in writing by any member of the Association of conduct injurious to the interest, character or good order of the Association, or with acts which tend to discredit the Association, or with acts at variance or in conflict with the By-Laws of the Association, or if the Board of Directors becomes aware of such conduct or acts, the Board shall inform the member or member representative of the charges and give such member the opportunity to be heard. If the Board of Directors is satisfied that the charges are true and that the charges demand such action, it may suspend such member or member representative for a period not exceeding six (6) months or it may request such member or member representative to resign, and if such member or member representative declines to resign, the Board of Directors may expel it or him, as the case may be. The vote of two-thirds of the entire Board of Directors shall be required to suspend or expel a member or member representative.
- Section 6.* Any person or entity eligible under the requirements of these By-laws may be elected to membership after making suitable application to the Secretary/Treasurer of the Association. Such application must be accompanied by such dues as may be required by the Board of Directors.
- Section 7.* Any member may withdraw from the Association by presenting to the Secretary/Treasurer a written statement of resignation.

*Section 8.* The annual dues shall be fixed by the Board of Directors, subject to the approval of membership at the Annual Meeting.

*Section 9.* Any member whose annual dues remain unpaid by the date of the Annual meeting shall be considered as having resigned.

### **ARTICLE III: BOARD OF DIRECTORS**

*Section 1.* The Board of Directors of the Association shall consist of a President, Vice-President, Secretary/Treasurer (hereinafter known as *the Officers*), ~~the immediate Past President~~ and six (6) other directors. The Officers shall be elected at the annual meeting of the Association and serve for a term of two years. Neither the President nor Vice-President shall serve for more than one term without an intervening period of two years.

*Section 2.* Two (2) ~~non-officer~~ Directors shall be elected each year at the Annual Meeting and shall serve for a term of three (3) years. No Director shall serve for more than two (2) consecutive terms. After an intervening period of three years, an individual may again be elected to serve as a Director.

*Section 3.* Each voting member shall be entitled to one vote for each Officer and Director to be elected and the candidates receiving a majority of the votes cast shall be declared elected.

~~*Section 4.* In addition to the six (6) elected Directors, the Board of Directors shall include the President, Vice President, the Secretary/Treasurer and the immediate past President.~~

~~*Section 5*~~ *4.* Six (6) members of the Board of Directors shall constitute a quorum for the transaction of business.

~~*Section 6*~~ *5.* If a vacancy occurs in the Board of Directors, or in the office of any officer, such vacancy may be filled for the unexpired term by a majority vote of the remaining Directors. If the unexpired term filled by an interim Director is two (2) years or less, this Director may serve for two (2) consecutive terms in addition to the interim term. If the Interim term is more than two (2) years, the Director filling the interim term may serve only one (1) consecutive term following the expiration of the Interim term.

~~*Section 7*~~ *6.* Directors are required to attend a minimum of two (2) Board Meetings annually. Failure to attend at least two (2) Board Meetings within the twelve (12) month period commencing on the date of the Annual Meeting of the Association, will be deemed a resignation. This resignation is effective without any affirmative act or acts by the Directors.

~~*Section 7.* The annual meeting of the Board of Directors shall be held without notice immediately after the adjournment of the annual meeting of the Association each year. Regular meetings of the Board of Directors may be held without notice provided that the date, time and place of such regular meeting are fixed by the Board at any prior meeting. Special meetings of the Board of Directors shall be held at such times and place as may be specified in the notice of meeting.~~

~~*Section 8.* Special meetings of the Board of Directors may be called by the President at any time, and shall be called by the President or by any other officer on the written request of any two or more officers or directors. Ten days' notice by first-class mail, or five days' notice by facsimile telecommunications or by electronic mail shall be given of all special meetings of the Board of Directors.~~

~~*Section 9.* A waiver of notice of a meeting of the Board may be written or electronic. If written, the waiver must be executed by the director signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means including but not limited to facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the director.~~

*Section 10.* Any action required or permitted to be taken by the Board of Directors or any committee of the Association may be taken without a meeting if all members of the Board of Directors or the committee consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the director. Such resolution and the written consent of the members of the Board of Directors or committee shall be filed with the minutes of proceedings of the Board of Directors or such committee. Members of the Board of Directors or any committee of the Association may participate in a meeting of such Board of Directors or committee by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the board or committee. The expense of the conference call shall be borne by the Association. The provisions of this Section 10 are in accordance with Section 708 (b) & (c) of NPCL of State of New York.

#### **ARTICLE IV: DUTIES OF OFFICERS**

*Section 1.* The President shall preside at all meetings of the members of the Association and of the Board of Directors and shall appoint such committees as he or the Directors shall consider expedient or necessary.

*Section 2.* In the absence of the President, the Vice President shall perform his duties and, in the absence of both President and Vice President, the Secretary/Treasurer shall preside and assume the duties of the President.

*Section 3.* The Secretary/Treasurer shall report to and perform such duties as prescribed by the President and the Board. The Minutes of all meetings shall be filed with the Secretary/Treasurer to be kept and preserved in safe custody, together with any records of the Association relating to its organization and management. The Secretary/Treasurer shall also have charge of all receipts and monies of the Association, deposit same in the name of the Association, and shall disburse said funds as ordered or authorized by the Board of Directors. He or she shall keep regular accounts of his/her receipts and disbursements, submit said record when requested and give an itemized statement of the same at regular meetings of the Association. ~~He/she shall, pursuant to the Resolution of the Board of Directors, sign checks and withdrawal slips on behalf of the Association upon any and all of its bank accounts. All Officers of the Association shall be permitted to sign checks. Bank Resolutions shall be filed requiring any two officers to sign any Instrument on behalf of the Association.~~

*Section 4.* All Officers of the Association shall be permitted to sign checks. Bank Resolutions shall be filed requiring any two officers to sign any Instrument of behalf of the Association.

#### **ARTICLE V: DUTIES OF BOARD MEMBERS**

*Section 1.* The Board of Directors shall have control of the property and affairs of the Association and shall fix its policies. They shall have power to hold meetings; appoint committees; employ necessary staff and employees; authorize proper expenditures and take all necessary and proper steps to carry out the purposes of this Association and promote its best interests.

## ARTICLE VI: MEETINGS

- Section 1.* There shall be an Annual Meeting of the Association during the month of June. The purpose of this meeting shall be the election of members of the Board of Directors and for receiving the annual reports of Officers and Committees and the transaction of other business. ~~Notice of such meeting, signed by the Secretary/Treasurer shall be mailed, to the last recorded address of each member at least ten (10) days before the date of the meeting.~~
- Section 2.* ~~All notices of meetings shall set forth the place, date, time and purpose of the meeting.~~ There shall be three (3) additional regularly scheduled meetings of the Association throughout the year. Special Meetings of the Association may be called by the Executive Committee or by an officer of the Association or by any twenty (20) voting members of the Association. Notice of such Special Meeting shall specify the business to be transacted at such meeting and no other business other than that so specified in the notice shall be transacted at said Special Meeting. ~~Notice of each meeting, signed by the Secretary/Treasurer, shall be mailed to the last recorded address of each member at least ten (10) days before the date of the meeting.~~
- ~~*Section 3.* Special Meetings of the Association may be called by the Executive Committee or by an officer of the Association or by any twenty (20) voting members of the Association. Notice of such Special Meeting shall be a written notice mailed to the regular address of the members not less than four (4) days nor more than ten (10) days preceding the date set for such meeting. Such notice of Special Meeting shall specify the business to be transacted at such meeting and no other business other than that so specified in the notice shall be transacted at said Special Meeting.~~
- Section 3.* Notice of a meeting shall be signed by the Secretary/Treasurer, if an Annual or regular meeting, or by the person or persons calling such meeting, if a Special Meeting. Notice of a meeting shall be given personally, by mail, or by facsimile telecommunications or by electronic mail, to each member, registered member representative, associate member and supplier member. If the notice is given by first class mail, facsimile telecommunication or electronic mail, it shall be given not less than ten nor more than fifty days before the date of the meeting; if mailed by any other class of mail, it shall be given not less than thirty nor more than sixty days before such date. Such notice is "given" when deposited in the United States mail, with postage thereon prepaid, directed to the member at the address as it appears on the record of members. If sent by facsimile telecommunication or mailed electronically, such notice is "given" when directed to the member's fax number or electronic mail address as it appears on the record of members, or, to such fax number or other electronic mail address as filed with the Secretary of the Association.
- Section 4.* Notwithstanding the provisions of any of the foregoing sections, a meeting of the members of this Association may be held at any time and at any place and any action may be taken thereat if notice and lapse of time be waived in writing by each member having the right to vote at such meeting. Waiver of notice may be written or electronic. If written, the waiver must be executed by the member or the member's authorized officer, director, employee, or agent by signing such waiver or causing his signature to be affixed to such waiver by any reasonable means, including, but not limited to facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the member. The attendance of any member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him.
- Section 5.* The presence in person or by proxy of twenty voting members shall be necessary to constitute a quorum for the transaction of business, but a lesser number may adjourn to some future time, ~~not more than twenty (20) days later, and the Secretary/Treasurer shall thereupon mail notice of the adjournment at least five (5) days before the adjourned meeting date to each member entitled to vote who was absent from the meeting adjourned~~

*Section 6.* Every voting member shall be entitled to one vote. All action shall be decided by a majority vote of the members present in person or by written proxy, except such matters as may by these BY-LAWS require more than a majority present

## **ARTICLE VII: COMMITTEES**

*Section 1.* The Executive Committee shall consist of three (3) members- the President, Vice President and Secretary/Treasurer. The Board shall designate the Chairperson of the Committee. The Executive Committee shall supervise the affairs of the Association and regulate its internal economy, approve expenditures and commitments according to rules prescribed by the Board, act for and carry out the published policies of the Association as defined by the Board of Directors, and report to the Directors at each Meeting of the Board. The Executive Committee may hold regular monthly meetings or as it may otherwise determine, at such place and at such times and upon such notice as it may in its discretion determine. Special meetings of the Executive Committee may be called at any time by the Chairperson of the Committee or by any two (2) of its members either personally or by mail, facsimile **telecommunications, electronic mail** or telephone.

*Section 2.* The Board of Directors ~~shall designate the Standing Committees annually at its first meeting may at any time and from time to time designate other Committees.~~

*Section 3.* The Board of Directors shall designate the number of members to compose each **Standing** Committee and shall specify the duties of each such Committee annually at its first meeting.

*Section 4.* The ~~President~~ **Board of Directors** shall annually designate the composition of each Committee and at the time of the appointment of a Committee shall designate its Chairperson.

~~*Section 5.* The Board of Directors may at any time and from time to time designate special committees.~~

~~*Section 6.* The President shall designate the number of members to compose each special committee, the membership of each committee, the chairperson of each committee and the duration of the existence of each special committee.~~

## **ARTICLE VIII: QUORUM**

*Section 1.* These BY-LAWS may be amended only by a two-thirds vote of the members present at a regular or special meeting of the Association, provided notice of the purpose of proposed amendment has been stated in the call for the meeting.

## **ARTICLE IX: INDEMNIFICATION**

*Section 1.* Any person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that such person is or was an Officer or Director of the Association, shall be indemnified by the Association, and the Association may advance such person's related expenses, to the full extent permitted by law.