

BY-LAWS OF
GEORGIA CEMETERY ASSOCIATION, INC.

A Georgia Corporation, Not for Profit

Article I

Name

The name of the association shall be the “Georgia Cemetery Association”.

Article II

Purpose

Purpose of the Association shall be to encourage unity of purpose among its members; encourage creation of modern interment facilities throughout Georgia; encourage standard ethical practices; encourage deposit of adequate trust funds to be in compliance with state laws of Georgia; promote educational seminars and meetings for its members; encourage legislation to protect the public from cemeteries which do not meet the standards of operation deemed necessary by the Association.

Article III

Code of Ethics

The members of the Association shall subscribe to a code of ethics, which is in writing and shall be kept in the custody of the Secretary of the Association. The Secretary shall acquaint all prospective new members of the Association with the code of ethics by furnishing same with a copy.

Article IV

Membership

Section 1. **Membership** in this Association shall be a privilege, not a right. It shall be the prerogative of the Board of Directors of the Association to grant, refuse, or rescind this privilege at any time.

Section 2. **Eligibility**: The voting membership of the Corporation shall be made up of officers and other employees of cemeteries located in the State of Georgia who embrace the purposes of this Corporation and who conduct their cemetery operations in accordance with the *Code of Ethics* of this Corporation, and who shall be eligible for membership and entitled to vote on all questions for the election of officers and directors provided, however, that not more than one member from any one cemetery organization shall be entitled to vote. No voting by proxy shall be allowed.

Section 3 (a) **Associate Members**: Persons connected with manufacturers, distributors, suppliers and others doing business with the cemeteries of the State of Georgia may be elected to Associate Membership, and when so elected, shall pay the regular dues required of associate members, and may

attend open meetings of the Corporation, and as a group shall be allowed to designate one member from the associate membership to vote at all regular meetings or the membership.

Section 3 (b) **Individual Member**: A special category of associate membership shall include Sales Manager and other sales personnel of member cemeteries or others in the industry recommended by a Georgia Cemetery Association member in good standing. To be eligible for membership, the individual must embrace the purposes of the Corporation and adhere to its *Code of Ethics*.

Section 4 (a) **Election of Membership** – Dues: Applications for membership shall be submitted upon forms provided to the Secretary who shall refer the applications to the Board of Directors. The Board of Directors shall consider all applications and no person may become a member until his/her application has been approved by the Board of Directors. Upon approval of the application, the applicant shall pay the regular dues fixed from time to time by the Board of Directors.

Section 4 (b) **Individual Membership**: Reference Section 3 (b) – must submit application for membership to the Board of Directors provided by the Secretary. Individuals applying for membership must be recommended by the cemetery they represent or by a Georgia Cemetery Association member in good standing. No person shall become a member until application has been approved by the Board of Directors. Upon approval, the applicant shall pay dues equal to 50% of dues paid by active members.

Section 5 **Resignation/Expulsion**: Any member may resign at any time providing he/she is not in arrears with his/her dues or any other financial obligation to the Corporation. Any member may be expelled any time by a three-fourths majority vote of the Board of Directors or by a two-thirds vote of the members present at any annual meeting, and any such action shall be final.

Section 6. **Meetings**: Annual meetings of the members shall be called for by the President or by the majority of the Board of Directors. At the annual meeting the members shall elect officers and directors for the following year, who shall take office immediately following the installation ceremony.

Section 7. **Special Meetings**: Special Meetings of the members shall be held whenever called by the President, or by a majority of the Board of Directors.

Section 8. **Place of Meetings**: any and all meetings of the members may be at such a place as may from time to time be determined by members.

Section 9. **Notice of Meetings**: Notice of the place, date and hour of all annual meetings shall be given to each member not less than thirty days before the meeting by delivering the same to him/her. It shall not be requisite to the validity of any meeting of the members that notice thereof shall have been given to any member who is present at said meeting, or, if absent, who waives notice thereof. No notice of any adjourned meeting need be given. Notices of special meetings shall state the purpose of the meeting and the matters to be considered.

Section 10. **Quorum**: A majority of the members present entitled to vote shall constitute a quorum for the transaction of business at every meeting.

Section 11. **Vote Required**: At all meetings at which a quorum is present, all questions shall be determined by a majority vote of the members present, except as provided in Section 5 of Article IV.

Article V

Nominations and Elections

Nominating Committee

Section I. The Nominating Committee shall consist of the three (3) Immediate Past Presidents who must be members in good standing of the Association. In the absence of a member of this committee at the annual meeting, the President shall appoint another Past President, or member in good standing who is present to fill the vacancy caused by the absence.

Chairman of Nominating Committee

Section II. The Immediate Past President shall serve throughout the year as chairman of the committee and shall be available to any member who may desire to recommend the name of any eligible member for nomination as an officer or director. In the absence of the Immediate Past President at an annual convention, the next Immediate Past President in attendance shall act as chairman during the convention.

Section 1. **Seal**: The Corporate Seal of the Corporation shall bear the name of the Corporation and the words "Atlanta, Georgia" in periphery with the words "Incorporated 1957", in the center of the circle.

Section 2. **Bonds**: The Board of Directors shall require the Secretary, and/or Treasurer of the Corporation to give a bond to the Corporation conditioned upon the faithful discharge of his/her duties with one or more securities and in such amount as may be satisfactory to the Board of Directors, or agrees to be bonded by the Corporation.

Section 3. **Audit of Books**: An audit of the books of the Corporation shall be made at least annually by a committee of three (3) members appointed by the President, one member of that committee being a member of the Board of Directors.

Section 4. **Amendments**: These By-Laws, or any of them, may be amended, altered or repealed, and new By-Laws may be adopted at any meeting of the members by a two-thirds vote of the members present at such meetings, provided there by a quorum present at such meeting is provided further that written notice of any such proposed amendment, alteration, addition and other change in the By-Laws shall have been given to the members at least ten (10) days prior to the meeting at which action is contemplated.

Announcing Nominating Committee Meeting

Section III. It shall be the duty of the President to announce at the first business session of the annual meeting the date, hour and place the nominating committee will hold its first meeting.

Announcing and Making Additional Nominations

Section IV. It shall be the duty of the Nominating Committee to announce at the opening of the second day's session its nominations for officers and directors. Additional nominations may be made by presenting to the chairman of the Nominating Committee at least two (2) hours prior to opening of the final business session of the annual meeting of the Association, a nominating petition signed by not fewer than five active members of the Association in attendance at the meeting.

Willingness of Nominees

Section V. It shall be the duty of the Nominating Committee or other nominator **no less than two weeks** prior to placing the names in nomination to ascertain that each nominee is willing to serve if elected. **Each nominee shall be in attendance at the annual meeting. Each nominee must be a current member of the GCA. No more than two Board Members or Officers from the same company may serve at the same time, with the exception of the Immediate Past President.**

Elections

Section VI. At the last business session of each annual meeting of the Association, an election shall be held at which time the officers and the requisite number of directors shall be elected. Prior to the election the nominating committee shall appoint a committee of three (3) voting members who shall distribute, collect and count all ballots, and announce the results of the election. The three (3) nominees of the office of director receiving the highest number of votes shall be declared elected. In the event there is more than one nominee for any elective office, a majority of votes cast shall be required for the election. In the event of a tie vote, a run off ballot shall be cast.

Validating Certificates

Section VII. Thirty (30) days prior to each annual meeting, the Secretary shall send to each active member a certificate upon which each such active member shall designate the individual entitled to vote on behalf of the said active member. This certificate must be validated and presented to the Secretary at the time of registration of active member, or his/her representative at the annual meeting, and only those persons holding such a properly executed and validated certificate shall be allowed to vote.

Article VI

Section 1. **Administration:** The administration of the affairs of this Corporation shall be under the direction of a Board of Directors which shall consist of Officers: President, 1st Vice-President, 2nd Vice-President, Secretary and Treasurer. Directors: Three (3) one-year directors, Three (3) two-year directors, Three (3) three-year directors, and the Immediate Past President serving as an honorary Director without voting rights. The Board of Directors shall have final supervision over the affairs and management of the Corporation and its officers.

Section 2. **Election of Directors:** The Directors shall be elected by the membership at the annual meeting of the members, and the Directors shall take office immediately upon installation and shall serve the terms for which they have been elected or until their successors have been qualified and elected. Newly elected Directors shall serve a term of three years.

Section 3. **Vacancies:** Vacancies in the Board of Directors shall be filled by a recommendation of the President and approval of the Board of Directors, and any member so elected as a Director shall hold office until the next annual meeting of members.

Section 4. **Annual Meeting:** The Board of Directors shall hold its annual meeting preceding the annual meeting of the members.

Section 5. **Special Meetings**: Special meetings of the Board of Directors may be called at any time by the President, or by joint call of any two (2) Directors.

Section 6. **Notices**: Notices of all Directors meetings shall be given personally or by mail to each Director not less than ten (10) days prior to any such meeting. It shall not be requisite to the validity of any meeting of the Director who is present at said meeting or, if absent, who waives notice thereof. No notice of any adjourned meeting need be given. Notices of special meetings shall state the purpose of the meeting and matters to be considered.

Section 7. **Quorum**: A quorum of the Board of Directors shall consist of seven members of the Board.

Section 8. **Vote Required**: At all meetings at which a quorum is present, all questions shall be determined by a majority vote of the Directors present.

Section 9. **Dues**: The Directors shall determine, and fix from time to time, all dues to be paid by the members and applicants for membership, and all other matters of finance.

Section 10. **Removal of Officers**: All officers shall hold office at the pleasure of the Board of Directors and may be removed at any time majority vote of said Board.

Article VII

Committees

Section 1. **Executive and Other Committees**: The Board of Directors may provide for an Executive Committee of such number and selected from the membership of the Board as the Board may determine. Such Executive Committee shall fix its own rules of procedure and shall meet as provided by such rules of procedure and shall meet as provided by such rules or by resolution of the Board of Directors, and a majority shall constitute a quorum of the Committee. The Executive Committee may exercise all of the powers of the Board of Directors or as otherwise delegated, shall report all action to the Board of Directors at its meeting next succeeding such action, and any such action shall be subject to revision and alteration by the Board of Directors provided that no rights of third persons shall be affected thereby. The Board of Directors may provide for such other standing or special committees as it deems advisable and delegate thereto powers and duties. The Board of Directors at any time may abolish any committee created by it.

Article VIII

Officers

Section 1. **Executive Officers**: The executive officers of the Corporation shall be a President, one or more Vice-Presidents, a Secretary and Treasurer. Any two (2) offices may be held by one person, except that the same person may not be President and Secretary. The executive officers shall be elected annually by the members at the annual meeting of the membership, and each such officer shall hold office until a successor shall have been duly qualified and elected, or until he/she shall have resigned or shall have been removed, as provided in Section of this Article VIII. Vacancies in any of the above offices shall be filled for the unexpired portion of the term by the Board of Directors at any regular or special meeting.

Section 2. **President**: The President shall have general charge and supervision of the business of the Corporation and may sign and execute in the name of the Corporation all contracts and other commitments of

the Corporation made in the usual course of business and operation thereof. He/She shall sign and execute in the name of the Corporation all authorized deeds, mortgages, bonds, contracts and other instruments together with the Secretary and such other officer as may be designated by these By-Laws or by proper resolution of the Board of Directors. In addition, the President shall perform all duties incident to the office of President of a Corporation and such other duties as from time to time may be assigned to him/her by the Board of Directors.

Section 3. **Vice-President**: The Vice-President, in the absence or disability of the President, perform all the duties of the President and shall perform such other duties as are incident to his/her office and as may be assigned to him/her from time to time by the Board of Directors. Additional Vice-Presidents, if elected, shall perform such duties and have such powers as may be assigned by the Board of Directors.

Section 4. **Secretary**: The Secretary shall keep the minutes of the Board of Directors and of the Executive Committee, in books provided for that purpose: he/she shall see that all necessary notices are duly given in accordance with the provisions of these By-Laws or as required by law: he/she shall be custodian of the records and of the Corporate Seal or Seals of this Corporation and all Corporate books, he/she shall attest all written deeds, contracts and other instruments of the Corporation where required and shall see that the Corporate Seal is affixed to all such contracts, instruments or other documents, the execution of which, on behalf of the Corporation, under its Seal, is duly authorized, and in general he/she shall perform all duties incident to the office of Secretary of a Corporation and such other duties as from time to time may be assigned to him/her by the Board of Directors.

Section 5. **Treasurer**: The Treasurer shall have charge of and be responsible for all funds, securities, receipts, and disbursements of the Corporation, and shall deposit or cause to be deposited in the name of the Corporation all monies or other valuable effects in such banks, trust companies or other depositories as shall from time to time be selected by the Board of Directors; he/she shall render to the Board of Directors bi-annually and at such times whenever required, an accounting of the financial condition of the Corporation; and in general shall perform all of the duties incident to the office of Treasurer of a Corporation, and such other duties as may be assigned to him/her by the Board of Directors.

Section 6. **Other Officers**: The Board of Directors may elect and appoint such other officers as it may deem desirable who shall hold office for such period and have such powers and duties as the Board of Directors prescribe.

Section 7. **Officers Compensation**: The officers shall serve without compensation, except that the Board of Directors may fix compensation for such of the executive officers as it deems advisable.

Section 8. **Removal of Officers**: All officers shall hold office at the pleasure of the Board of Directors and may be removed at any time upon majority vote of said Board.

Article IX

Finances

Section 1. **Funds and Banking**: Funds of the Corporation shall be deposited in whatever bank or banks may be designated by the Board of Directors from time to time.

Section 2. **Checks, Drafts, Etc.**: All checks, drafts or offers for payment of money issued in the name of the Corporation shall, unless otherwise provided by the Board of Directors, be signed by any two of the following: The President, Vice-President, Secretary or Treasurer.

Section 3. **Notes, Loans, Etc.**: All notes, loans, and other indebtedness to be contracted in the name of the Corporation, except open accounts, and all other banking transactions shall require the signature of the President or Vice-President **and** signature of the Secretary or Treasurer, unless otherwise provided by the Board of Directors and must be approved by the majority of the members of the Association.

Section 4. **Deeds, Conveyances, Etc.**: All deeds, conveyances, mortgages, leases, contracts and other instruments in writing shall be executed in the name of the Corporation by the President or Vice-President and attested by the Secretary or assistant Secretary; provided, however, if in any case the Board of Directors shall see fit to direct a different method of execution or signature it may do so notwithstanding the provisions of this Section.

Article X

Sundry Provisions

Section 1. **Seal:** The Corporate Seal of the Corporation shall bear the name of the Corporation and the words “Atlanta, Georgia” in periphery with the words “Incorporated 1957”, in the center of the circle.

Section 2. **Bonds:** The Board of Directors shall require the Secretary, and/or Treasurer of the Corporation to give a bond to the Corporation conditioned upon the faithful discharge of his/her duties with one or more securities and such amount as may be satisfactory to the Board of Directors, or agrees to be bonded by the Corporation.

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