

LONGMEADOW CEMETERY ASSOCIATION BY-LAWS

Article I

Name, Location, Seal and Shareholders

Section 1. Name: The name of this association is Longmeadow Cemetery Association, an unincorporated, not-for-profit 501c13 association.

Section 2. Location: The location and principal office of the association shall be in Longmeadow, Massachusetts.

Section 3. Seal: The corporate seal shall bear the name of the association and shall be of such design as the directors may determine.

Section 4. Shareholders: There shall be no shareholders in this association.

Article II

Purposes and Nature of Activities

The activities for which the association is formed and the nature of work to be undertaken by the association are the care and maintenance of a cemetery, as set forth in the Agreement of Association and Articles of Organization of the association and of all amendments thereto which hereafter may be filed in the Office of the Secretary of the Commonwealth of Massachusetts.

Article III

Officers, Duties and Terms of Office

Section 1. The officers of this association shall be a President, a Vice President, a Treasurer, a Secretary and when deemed desirable, an Assistant Secretary and Assistant Treasurer. The board of trustees shall consist of the before mentioned officers and additional trustees for a total number of not less than ten (10). The Investment Committee shall consist of the President, Vice President, Treasurer, Secretary and two members appointed by the President or the Chairperson of the Investment Committee.

Section 2. All trustees serve one (1) year terms. The President, Vice President, Treasurer, Assistant Treasurer, Secretary, Assistant Secretary shall be elected annually by the trustees of the association. Should any trustee be unable to serve his or her term in an active capacity and be unable to vote upon LCA issues, then the Board of Trustees may seek and appoint a new member to fulfill that vacancy.

Section 3. The President shall preside at all meetings of the association and in the absence or disability or at his/her request or if his/her office be vacant, the Vice President shall so preside and perform such duties, or if neither is available, the Treasurer shall preside. The President shall appoint all sub-committees and determine their functions and

their obligations to the Board of Trustees. The Investment Committee Chair shall preside over the meetings of the Investment Committee. The President and Vice President shall discharge the powers and duties conferred by these By-Laws and such further duties as may be conferred upon such officers from time to time by action of the Board of Trustees. The President shall issue notices of meetings upon failure of the Secretary to issue the same in accordance with these By-Laws. The Treasurer shall give bond to the association if required by the Board of Trustees in such form and with such sureties as may be prescribed, conditioned upon faithful performance of the duties of the office. The President or Treasurer of the association shall sign all checks, drafts or other instruments of the association.

Section 4. The Treasurer shall be the custodian of the funds of the association, shall receive all money due to it, shall keep full and accurate accounts of the same and shall pay all bills which have been approved for payment by the Superintendent or officers. The Treasurer shall make an annual report, propose a yearly budget and other interim reports as required by the Board of Trustees and shall turn over to his/her successors all books and financial records, taking a listed receipt therefore. In the absence of the Treasurer, or his/her inability to serve, the Assistant Treasurer shall perform these duties.

Section 5. The Secretary shall be duly sworn to the faithful and impartial performance of the duties. The Secretary shall keep the minutes of all meetings of the association shall maintain a complete and accurate list of the names and addresses of all trustees of the association and shall also maintain the file of essential records, which shall be transferred to his/her successors at the close of his/her term of office. The Secretary or, upon his/her failure to act, the President shall issue proper notices of the meetings of the association and Investment Committee and shall conduct the general correspondence of the association. In the absence of the Secretary, or his/her inability to serve, the Assistant Secretary shall perform these duties.

Section 6. The Board of Trustees shall determine all policies of the association, and shall authorize by a vote of a majority the yearly budget and any unbudgeted expenditures of the association. Further, the Board of Trustees shall have and exercise all the powers of a Board of Directors and all the powers of the association. The Board of Trustees shall have and exercise full control and management of the affairs and business of the association and of the real and personal property of the association; it shall determine the terms and the manner of executing all contracts, deeds, mortgages, leases, bills of sale, notes, checks and other instruments and the votes of the members of the Board of Trustees regarding such matters shall be spread on the records of the association. In the absence of specific action by the Board of Trustees, all deeds, mortgages, leases, bills of sale, notes and other legal contracts or instruments shall be signed by the President and Treasurer.

Section 7. The Investment Committee shall make all investments of the association, any powers to the Board of Trustees or the officers herein given to the contrary notwithstanding. In general the duties of the Investment Committee are to supervise, direct and control all matters pertaining to the association's finances and shall, no less

than annually, provide a current report to the Board of Trustees on the financial condition of the association.

Section 8. A Superintendent of the Longmeadow Cemetery Association shall be hired and responsible for the overall supervision and function and general maintenance of the cemetery.

Section 9. In case a vacancy shall occur in any office, such vacancy may be filled at any meeting of the association called for that purpose and until so filled, the Board of Trustees may appoint a person to perform the duties of said office. In case a vacancy shall occur in the Board of Trustees, then the remaining members of the Board of Trustees may so appoint such person or persons to fill the existing vacancy or vacancies.

Article IV

Meetings and Notice

Section 1. The annual meetings of the association shall be held during the month of April each year at the call of the Secretary or upon his/her failure, the President, as set forth in Article III, Section 5.

Section 2. Meetings other than the annual meeting of the association may be called by the President, the Secretary or three (3) members of the Board of Trustees and shall be called by the Secretary or the President upon the Secretary's inaction as provided in these By-Laws. Such request shall state the time and purpose of the meetings.

Section 3 All meetings of the association shall be held in Massachusetts at such place as shall be designated in the notice thereof.

Section 4. Notice of all association meetings, both annual and other, shall be given to each trustee of the association by leaving such notice with him/her or at his/her residence or usual place of business or by mailing the same, postage prepaid, to the member at his/her last known address at least seven (7) days for any association meeting or forty-eight (48) hours for any Board of Trustees' or Investment Committee's meeting before the time of such meeting; the day of mailing shall be included as one (1) day and the day of the meeting shall be excluded. Notice may be made by electronic means at least three (3) days before the meeting.

Article V

Plurality and Quorum

Section 1. At any meeting of the trustees, if there are more than two (2) candidates for office and no candidate receives a majority vote, then a plurality vote shall be sufficient for the election of a candidate for office.

Section 2. Seven (7) of the members of the Board of Trustees as of the date of any meeting shall be required to constitute a quorum.

Section 3. A quorum for any meeting of the Investment Committee shall be three (3) members.

Section 4. For time sensitive issues, a vote may be taken by electronic means. Responses must be received within three (3) days to be accepted.

Article VI
Board of Trustees

Section 1. Every trustee shall be entitled to one (1) vote on each matter to be voted upon at any meeting of the association.

Section 2. On resignation or death of a trustee, all his/her rights and interest in the property of the association shall cease.

Section 3. The Nominating Committee will provide a slate of proposed trustees at least seven (7) days before the annual meeting for consideration by the Board. The Nominating Committee shall also poll all of the current trustees at least thirty (30) days before the annual meeting to determine interest for continuation on the board.

Article VII
Fiscal Year

The fiscal year of the association shall end on the thirty-first (31st) of December each year.

Article VIII
Amendments

The By-Laws of this association may be altered, amended or repealed on the recommendation of the Board of Trustees by a vote of a majority of the trustees present at any association meeting.

Article IX
Agency Save Harmless Clause

No officer, trustee or member of any committee shall be personally responsible for any action taken by any Board or committee of the association and shall be saved harmless by the association for any liability valid or invalid, claimed or sued upon which shall arise in the future by reason of any liability or claim for personal liability or property damage.

Amended April15, 2014