

**BYLAWS
of the
BLUE RIDGE CEMETERY ASSOCIATION
of FALLS COUNTY, TEXAS**

Article I.

Name

The name of this association shall be **THE BLUE RIDGE CEMETERY ASSOCIATION**, hereinafter referred to as the “Association”.

Article II.

Objective

The objective of the Association shall be to operate and maintain the Blue Ridge Cemetery in Falls County, Texas; serving at the pleasure of the governing authority of the Blue Ridge Baptist Church of Falls County, Texas, in accordance with the directives included in the conveyance dated March 11, 1873 of this property for this use by George Harlan.

Article III.

Members

Section 1. There is no limit to the number of members in this Association.

Section 2. Any adult member of a family that has friends, family members, associates or loved ones buried in the Blue Ridge Cemetery, or anyone that has an interest in furthering the objectives of this Association, may be a member by stating their desire to be recognized as a member to the Board of Directors and subsequent recognition by the Board of Directors of their membership.

Section 3. There shall be no initiation fee, nor shall there be any membership fee charged or otherwise assessed for membership. Voluntary contributions shall be solicited by the Board of Directors and accepted by the Treasurer to achieve the objectives of the Association.

Article IV.

Board of Directors

Section 1. The Board of Directors, also referred to as the “Board”, consists of the officers of the Association, and nine (9) directors. The officers of the Association shall be a President, Vice President, Secretary and Treasurer. These officers and directors shall perform the duties prescribed by these bylaws and the parliamentary authority adopted by the Association.

Section 2. The Board shall have general supervision of the affairs of the Association between its regular meetings, fix the hour and place of meetings, make recommendations to the Association and shall perform such other duties as specified in these bylaws. The Board shall be subject to the governing authority of the Blue Ridge Baptist Church and to the orders of the Association, and none of its acts shall conflict with action taken by the Association.

Section 3. The President, Vice President, Secretary and Treasurer shall be elected by majority vote to serve for two (2) year terms, or until their successors are elected. Newly elected officer's term of office shall begin at the close of the annual meeting on the first Sunday in May. The President, Vice President, and Secretary shall be elected in even numbered years, and the Treasurer shall be elected in odd numbered years.

Section 4. The nine (9) directors shall serve three (3) year staggered terms so that one-third (1/3) of the nine (9) directors are elected each year.

Section 5. At any regular meeting of the Association, any member of the Board may be removed from office by vote of two-thirds (2/3) of members present, and another may be elected by the Association to fill the unexpired term of the Board member so removed.

Section 6. Special meetings of the Board may be called by the President, and shall be called upon the written request of three (3) members of the Board.

Section 7. Meetings of the Board shall be held as the business of the operation of the Association demands. Two (2) officers and three (3) members of the Board of Directors shall constitute a quorum for the transaction of business provided, however, that the other members of the Board are notified in advance of such a meeting and provided an opportunity to attend.

Section 8. In event an office is vacated by resignation, death, removal, or otherwise, the remaining officers shall either assume those duties or appoint an existing director to attend the duties of the vacated office until the next scheduled regular meeting of the Association, at which time there shall be an election to fill the unexpired term of the vacated office. The partial term officer may be elected to a full term of the same position for a maximum of one (1) more term if they fill a vacancy within the initial six (6) months of a term. Likewise, for any vacant director positions, a new director shall be elected to fill the unexpired term.

Section 9. No member shall hold more than one (1) office at a time and no member shall be eligible to serve more than two (2) consecutive terms in the same office. This includes partial terms served in the event that vacancy is filled within the initial six (6) months of a term.

Section 10. The officers and directors shall serve without remuneration, except for reimbursement for expenses on behalf of the Association.

Section 11. The officers and directors may be employed by the Association only after a majority vote of members present at a regular meeting.

Article V.

Meetings of the Association

Section 1. The regular meetings of the Association shall be on the first Sunday in May and the first Sunday in October, unless otherwise ordered by the Association.

Section 2. The regular meeting of the Association on the first Sunday in May shall be known as the annual meeting and shall be for the purpose of electing officers, receiving reports of the officers and committees, and considering such other business that may come before the Association.

Section 3. Special meetings of the Association may be called by the President, by five (5) members of the Board, or by the written request of ten (10) members of the Association. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least ten (10) days notice shall be given.

Section 4. For regular meetings of the Association, two (2) officers and at least ten (10) members of the Association shall constitute a quorum for the transaction of business. If within fifteen (15) minutes after the time appointed for a meeting a quorum is not present, the meeting stands adjourned to such day, and at such time and place, as the Board determines or, if no determination is made, to the same day in the next week at the same time and place; and if at the adjourned meeting a quorum is not present within fifteen (15) minutes from the time appointed for the meeting, at least one (1) officer and five (5) members of the Association present shall constitute a quorum.

Section 5. Regular Meetings shall be held proximate to the Blue Ridge Cemetery. Location of called meetings shall be stated in the call.

Article VII. Committees

Section 1. The Board shall have the power to establish and dissolve standing and special committees. The President, as directed by the Association or the Board, shall appoint committee chairs, for which the terms of service are not time limited. Committee Chairs shall have the authority to establish ad hoc groups and schedule meetings as necessary to fulfill their charge to carry on the work of the Association. The President shall be ex officio a member of all committees except the Nominating Committee.

Section 2. The chair of the Nominating Committee shall be appointed by the President at each regular meeting in October, with the approval of the Vice President, Secretary and Treasurer. It shall be the duty of the nominating committee to nominate candidates for the offices to be filled at the annual meeting on the first Sunday in May, and any other elections called to fill vacancies throughout the year. The nominating committee shall report their nominations to the President at

least ten (10) days prior to the annual meeting on the first Sunday in May. Prior to the election of officers at said annual meeting, additional nominations from the floor shall be permitted.

Section 3. A Finance Committee composed of the Treasurer and two (2) other members shall be appointed by the President at each regular meeting in October. It shall be the duty of this committee to prepare an annual budget for the coming year and report on income and expenditures at the next two (2) regular meetings.

Section 4. An Auditing Committee of at least three (3) members shall be appointed by the President at each regular meeting in October to audit the Treasurer's accounts at least one time during March or April each year and to report at the annual meeting in May. The governing authority of the Blue Ridge Baptist Church may appoint a member to the Audit Committee to provide additional over-sight.

Section 5. The Executive Committee consists of the four (4) Officers of the Association. Except for power to amend the Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings, and is subject to the direction and control of the full Board.

Section 6. The Board Designate shall be appointed by the President, with the approval of the Board to enforce the Association's cemetery rules and guidelines concerning the use, care, control, management, restriction, and protection of the cemetery property, and to over-see maintenance operations. The Board Designate shall have the authority to establish ad hoc groups and schedule meetings as necessary to fulfill their charge.

Article VIII.

Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

Article IX.
Amendment of Bylaws

The bylaws may be adopted, amended or repealed, in whole or in part, at any regular meeting of the Association by a two-thirds ($2/3$) vote, provided the amendment has been submitted in writing at the previous regular meeting.