



BYLAWS OF THE CHENEY CEMETERY ASSOCIATION, INCORPORATED

Adopted at the Special Meeting of the Members held on May 25, 1988, as amended at Annual Meetings on June 5, 1989; June 1, 1992; June 4, 1994; June 20, 1998; June 16, 2001; and June 6, 2009

SECTION I

Members

- 1.1 Members of the Association shall be individual persons having a right of burial in a plot registered on the books of the Association, as more fully set forth in Section 6 of these Bylaws.
- 1.2 Each Member shall have
 1. one vote, in person or by proxy, at meetings of the Association
 2. the right to hold office and serve on committees
 3. the right to designate a Successor
 4. the right of interment in each plot entered in his or her name on the books of the Association.
- 1.3 Membership shall cease upon the death, legal incapacity, resignation or other termination of the Member's standing as such in the Association provided that the legal representative for the estate of the member shall have the right to inter the Member's or other persons' remains in a plot registered in his or her name on the books of the Association. Membership confers no property rights in real estate owned by the Association. While membership is ordinarily held by persons belonging to the Cheney family or married to such a person, such relationship is not required. Each Member shall be an individual and not a corporation or association.
- 1.4 Membership in the Association conveys no rights to its assets upon dissolution, such rights being governed by the Association's Charter, which provides that upon dissolution its assets shall be distributed to such other similar institutions not for profit as the then Board of Directors or the court having supervision of the dissolution shall determine.
- 1.5 Rights as Members and Successors shall have no monetary value.
- 1.6 Any questions relating to the interpretation or application of these Bylaws shall be resolved by vote of the Board of Directors.

SECTION 2

Meetings of Members

- 2.1 The annual meeting of the Members of the Association shall be held during the month of May, June or July at such date, time and place as the President or Board of Directors shall determine.
- 2.2 Special meetings of the Members of the Association shall be held at such date, time and place as the President or Board of Directors shall determine. A special meeting shall be called upon the written request of three or more Members.
- 2.3 Notice of annual and special meetings shall be given in writing and mailed, postage prepaid, to Members at their last known address not less than ten (10) nor more than thirty (30) days before the date of the meeting. Notice of meetings shall include a statement of the business to be transacted thereat and a suitable form of proxy.
- 2.4 A quorum for the transaction of business at annual and special meetings of the Members shall consist of ten Members of record present in person or by proxy except where a greater number is required by law.
- 2.5 The majority vote of the Members present in person or by proxy at meetings of the Members shall determine all questions and elections, except where a greater number is required by law.
- 2.6 Upon demand of any Member, the voting on any questions or election shall be by ballot.

SECTION 3

Directors

- 3.1 The management of the affairs and property of the Association shall vest in a board of not more than nine Directors who shall be elected at the annual meeting of the Members and shall serve until their successors have been duly elected and qualified.
- 3.2 Each Director shall be a Member of the Association, as hereinabove defined. Provided, that a person not a Member may be nominated as a Director and his or her election as such shall become effective upon qualifying as a Member.
- 3.3 Should a vacancy exist or occur on the Board of Directors, it may be filled until the next annual meeting by majority vote of the remaining Directors.
- 3.4 Meetings of the Board of Directors shall be held at such place, date and time as they shall from time to time determine, or by telephone or correspondence. The President may call a special meeting of the Board, and shall do so promptly upon the written request of any two Directors.

- 3.5 A majority of the number of Directors shall constitute a quorum at meetings of the Board, and the majority vote of those present at, or participating by telephone or correspondence at any meeting shall decide all issues except when a greater number is required by law.
- 3.6 The powers of the Board of Directors shall include such powers as are herein or by law or custom conferred generally upon the governing bodies of corporations not for profit having purposes similar to those of the Association.
- Such powers shall include, but not be confined to:
- considering requests for special monuments or other arrangements in the Association's cemetery;
 - considering and resolving matters presented by the Donations Committee;
 - passing upon applications for membership pursuant to Section 6.5 of these Bylaws;
 - appointing such additional officers and committees as may from time to time be deemed appropriate; and
 - determining compensation for officers, Members and others rendering services to the Association.
- 3.7 The Board of Directors may accept gifts and bequests of funds, securities, real estate and personal property on behalf of the Association and direct the disposition thereof. Provided, that no land comprising any part of the cemetery owned by the Association may be sold without the affirmative action of the members at the meeting duly warned and held for the purpose in accordance with these Bylaws.

SECTION 4

Officers

- 4.1 The officers of the Association shall consist of a President, Vice President, Treasurer, Secretary and such other officers as the Members or Board of Directors may from time to time determine; including, but not limited to, an Assistant Treasurer. The President and Vice President shall be Members of the Association. The same person shall not hold both the office of President and Secretary. The officers shall be elected by the Members at the annual meeting of the Association.
- 4.2 The President shall preside at meetings of the Members and Directors and perform such functions as are customarily associated with such office.
- 4.3 The Vice President shall perform the functions of the President during the President's absence or disability.
- 4.4 The Treasurer shall:
- receive, disburse, care and account for the funds and other financial assets of the Association;

- prepare an annual financial statement for presentation to the Members and file a copy of the same with the Manchester Probate Court pursuant to statutory requirements for cemetery corporations;
 - prepare and file such returns as shall be required by the Internal Revenue Service and the State of Connecticut;
 - furnish such bond as the Board of Directors may from time to time determine.
- 4.5 The Secretary shall:
1. keep the minutes of meetings of Members and the Board of Directors;
 2. issue notices of meetings, communications and accompanying material upon order of the President;
 3. maintain an accurate and current roster of Members and Successors and a map and registry of plots in the Association's cemetery as hereinafter provided.
- 4.6 There shall be such other officers with such powers and functions as the Members or Board of Directors may from time to time determine.

SECTION 5

Committees

- 5.1 There shall be the following permanent committees consisting of one or more Members and/or other persons appointed by the Board of Directors.
- **A. Grounds Committee**, having supervision, care and maintenance of the cemetery owned by the Association. The Grounds Committee shall have authority to adjust discrepancies in boundaries of plots lots shown on the map and registry of the Association's cemetery.
 - **B. Audit Committee**, which shall examine the Treasurer's doings and annual report, verify the Association's financial assets to the extent it deems desirable, and report to the annual meeting of the Members. The Treasurer shall not serve on this committee.
 - **C. Investment Committee**, which shall at least annually review the Association's investments, instruct the Treasurer and/or Assistant Treasurer to implement its determinations by continuing, buying, selling or dealing in the Association's investments and report to the annual meeting of Members. The Treasurer may serve on this committee.
 - **D. Donations Committee**, consisting of not less than three Members, which shall consider donations of property, conduct liaison with such other charitable institutions as may be appropriate, and furnish recommendations to: a. the Board of Directors concerning gifts or grants from funds of the Association and b. the Hartford Foundation for Public Giving concerning grants from the Cheney Family Fund.

- **E. Nominating Committee**, consisting of not more than three Members, not more than one of whom shall be an incumbent Officer or Director, which shall submit nominations for Officers and Directors at the annual meeting of the Association.

SECTION 6

Rules Concerning Burial Rights

- 6.1 For the purposes of these Bylaws, the following definitions shall apply:
- **PLOT** shall mean a burial site within the cemetery premises owned by the Association.
 - **LOT** shall mean one or more contiguous plots, the burial rights to which are registered in the name of one Member on the books of the Association.
 - **MEMBER** shall mean an individual having burial rights in a plot registered on the books of the Association.
 - **SUCCESSOR** shall mean an individual designated by a Member communicated to the Secretary in writing, who shall succeed to the rights of the appointing Member upon the termination of the Member's rights under these Bylaws.
- 6.2 Within a reasonable time after each interment, the legal representatives for the estate of the decedent shall, at the expense of the decedent's estate, install a headstone on the applicable plot inscribed with at least the names and dates of birth and death of the decedent whose remains are interred therein. The design of each headstone shall be reasonably consistent with those in its immediate neighborhood. The installation of a mausoleum, vault, or other monument exceeding a conventional headstone in size shall be subject to prior approval by the Board of Directors.
- 6.3 Once installed, each headstone or other monument shall become the property of the Association and shall not be altered or removed without the approval of the Board of Directors.
- 6.4 The Association shall insure all headstones and other monuments against vandalism, theft or other loss or damage and shall endeavor to maintain a photographic file of each monument to the end that the same may, if necessary, be repaired or replaced.
- 6.5 Each person wishing to acquire burial rights in one or more plots and become a Member of the Association shall apply to the President or Secretary. Upon approval of the application by a majority of the Board of Directors, the Secretary shall designate the plot or plots assigned to the applicant or may, at the applicant's request, defer such designation until needed for or requested by the applicant. The price per plot shall be the amount from time to time determined by the Board of

Directors. Upon receipt of payment the applicant shall be deemed a Member and entitled to the rights and privileges pertaining thereto. Each Member shall receive a certificate confirming his or her status as such and, if applicable, designating the plot in which he or she is entitled to burial rights.

- 6.6 The Secretary shall maintain a current registry of all unoccupied plots which have been surveyed and identified, the Member entitled to burial rights therein (if any), and the Successor designated by such Member. Such registry shall be available for inspection by Members, Successors or public authority at reasonable times during office hours.

Membership and Successor rights are transferable only on the books of the Association and may not otherwise be assigned or transferred. Upon the death, legal incapacity, resignation or other termination of membership, burial rights associated therewith shall revert to the Association, except the right of the Member's legal representative to inter the Member's remains as provided in Section 1.3. Burial rights shall be deemed a new issuance upon transfer to a Successor pursuant to these Bylaws.

- 6.7 The Secretary shall furnish to each Member and to each Successor upon becoming such, and later upon request, a statement of the procedure to be followed in the event of an interment; all to the end that funeral arrangements may be facilitated.

SECTION 7

Amendments

- 7.1 These Bylaws may be amended or repealed at a meeting of the Association duly warned and held for the purpose by the majority vote of the Members present.