

**KINGSTON EVERGREEN CEMETERY  
ASSOCIATION, INC.**

BY-LAWS  
*Adopted, May 15, 2007  
Amended, January 15, 2008*

**ARTICLE I. ESTABLISHMENT OF NAME**

There is established a corporation whose name is Kingston Evergreen Cemetery Association, Inc. (hereafter referred to as the "Cemetery"), incorporated December 31, 1984, nunc pro tunc March 4, 1853 and filed with the Commonwealth of Massachusetts, Secretary of State. (The Cemetery received tax exempt status from the Internal Revenue Service pursuant to Section 501 (13) C on June 6, 1985.)

**ARTICLE II. PURPOSE**

The Cemetery was organized on March 4, 1853, and commenced operation on March 4, 1853 when citizens of Kingston, responding to the need for a cemetery, formed a voluntary association and acquired the original plot of land located between Green Street and Evergreen Street for the purpose of constructing, operating and maintaining a private, nonsectarian cemetery in the Town of Kingston. The Cemetery was expanded to the west in 1887 and again, to the east, in 1895.

**ARTICLE III. PROPRIETORS**

A Proprietor of the Corporation shall mean the individual owner of burial rights in a lot which has been designated by the Board of Trustees of the Cemetery in accordance with the Rules and Regulations as may be adopted by the Kingston Evergreen Cemetery Assn. and Mass. General Laws, Chapter 114, Sections 29-33 and which designation appears in the official records of the Cemetery. Each Proprietor of record will be able to cast only one vote at the Annual or any Special Meeting of the Corporation.

**ARTICLE IV. ORGANIZATION**

Section 1. Kingston Evergreen Cemetery Association is managed under the direction of an elected Board of Trustees, the Governing Body of the Association. The Corporation shall consist of the Board of Trustees, all elected by the Proprietors each year at the Proprietors Annual Meeting by a majority vote of the Proprietors present.

- A. The Board of Trustees shall consist of not more than 15, nor less than 9 individuals, of which two thirds must be Proprietors. A quorum of the Board shall consist of a majority of the elected Board. If said quorum does not exist, any matter before the Board shall be tabled.
- i. The Board of Trustees shall appoint, remove, employ, discharge, and fix the compensation of all servants, agents, or employees of the Corporation.
  - ii. The Board of Trustees shall make or authorize all contracts and establish fees for service and charges for lots and lot care.
  - iii. The Board of Trustees shall approve, on a monthly basis, all expenses incurred by the Corporation.
  - iv. The Board of Trustees shall set the date, time, and place of the Proprietors Annual Meeting held in January each year.
  - v. The Board of Trustees shall make the rules and regulations for the conduct of the Corporation's operations.

Section 2. Elected Officers.

From that above referenced Governing Body (Board of Trustees), are then elected Officers, namely a President, Vice-President, Secretary, Treasurer, who shall be responsible, along with the Trustees, for the management of the Corporation. A non-Proprietor may serve in an Officer's capacity subject to a majority vote of the Board. In all instances, the President and Vice-President

shall be Proprietors. Officers are elected at the first Trustees meeting immediately following the Annual Meeting.

A. President

- i. To be nominated and elected as President, the individual must have been serving on the Board of Trustees for at least one year prior to his/her nomination.
- ii. The President's term shall be for one year.
- iii. If the office of President becomes vacant, the Vice-President shall assume the duties of the President until such time as a new President may be elected. If there is not a candidate from among the remaining Officers or the Board of Trustees, notice of said vacancy shall be published in a local newspaper to the Proprietors of the Kingston Evergreen Cemetery for a period of at least one

- issue. Any Board member may also present a candidate from among the Proprietors.
- iv. The President shall be the Chief elected officer of the Corporation and shall preside at meetings of the Corporation and Board of Trustees.
  - v. The President shall be the Chairman of the Board of Trustees.
  - vi. The President shall be an ex-officio member of all Committees that may be formed by the Board of Trustees.
  - vii. Subject to the approval of the Board of Trustees, the President, together with the Treasurer, can make and execute all contracts and agreements in the name of the Corporation.
  - viii. The President shall be responsible to present a report of the condition of the Corporation at the Annual Meeting.
  - ix. The President, at the October meeting of the Governing Body, shall appoint three Trustees to serve as a Nominating Committee to present a slate of Trustees to the Proprietors at the Annual Meeting. Said Nominating Committee shall also present a slate of Officers to the Trustees at their first meeting.
  - x. The President shall, within 60 days of being elected, engage a professional accountant to audit the accounts of the Treasurer and to provide a financial report to the Annual Meeting of the Proprietors.

#### B. Vice President

- i. To be nominated for and elected as Vice President, the individual must have been serving on the Board of Trustees for at least one year, prior to his/her nomination.
- ii. The Vice President's term shall be for one year.
- iii. If the office of Vice President becomes vacant, and there is not a candidate within the Board of Trustees, notice of said vacancy shall be published in a local newspaper to the Proprietors of Kingston Evergreen Cemetery for a period of at least one issue. Any Board member may also present a candidate from among the Proprietors.
- iv. The Vice President shall assist the President and act in the President's stead in his absence at meetings of the Governing Body.

- v. If the President and Vice President are not available to preside at a scheduled meeting of the Governing Body, the meeting shall be adjourned.

C. Secretary

- i. To be nominated and elected as Secretary, the individual must have been serving on the Board of Trustees at least one year, prior to his/her nomination.
- ii. The Secretary's term shall be for one year.
- iii. If the office of Secretary becomes vacant, and there is not a candidate within the Board of Trustees, notice of said vacancy shall be published in a local newspaper to the Proprietors of Kingston Evergreen Cemetery for a period of at least one issue. Any Board Member may also present a candidate from among the Proprietors. If there are no acceptable candidates from among the Proprietors, then a non-Proprietor may be considered, approved and appointed by the Board of Trustees for the remainder of the outstanding term.
- iv. The Secretary shall be the Clerk of the Corporation by keeping accurate records of all meetings and official actions of the Cemetery, the Proprietors and Board of Trustees, and shall keep current all files of such meeting records and official matters.
- v. The Secretary shall provide minutes of all meetings to each member of the Board of Trustees in a timely fashion.
- vi. In a timely manner following the Annual Meeting, the Secretary shall provide to the current Board of Trustees, the names, addresses and telephone numbers of all those elected for the coming year.
- vii. The Secretary shall be the custodian of the Articles of Organization of the Corporation.
- viii. The Board of Trustees shall set the rate of compensation to be paid to the Secretary of the Corporation.

#### D. Treasurer

- i. To be nominated and elected as Treasurer, the Individual must have been serving on the Board of Trustees for at least one year prior to his/her nomination.
- ii. The Treasurer's term shall be for one year.
- iii. If the office of Treasurer becomes vacant, and there is not a candidate within the Board of Trustees, notice of said vacancy shall be published in a local newspaper to the Proprietors of the Kingston Evergreen Cemetery for a period of at least one issue. Any Board Member may also present a candidate from among the Proprietors. If there are no acceptable candidates from among the Proprietors, then a non-Proprietor may be considered, approved and appointed by the Board of Trustees for the remainder of the outstanding term.
- iv. The Treasurer shall give Bond for the faithful discharge of his/her duty and shall have the care and custody of all funds and shall deposit them in a timely manner in the name of the Corporation in such bank(s) or financial institution(s) or otherwise as the Board of Trustees may designate.
- v. The Treasurer shall sign all noted, drafts or other orders for the payment of money duly approved by the Board of Trustees.
- vi. The Treasurer shall maintain complete financial accounts and records and report on the financial condition of the Corporation to the Annual Meeting of the Proprietors and at the monthly meetings of the Board of Trustees.
- vii. The Treasurer shall be authorized to issue and execute deeds for the Corporation to the purchasers of lots and grave spaces and maintain duplicate copies of all deeds issued. Records of all such transactions shall remain within the Corporation.
- viii. The Board of Trustees shall set the rate of compensation to be paid to the Treasurer of the Corporation.

Section 3. Trustees

Each Trustees' term shall be for one year. If a vacancy should occur on the Board of Trustees, notice of said vacancy shall be published in a local newspaper to the Proprietors of Kingston Evergreen Cemetery for a period of at least one issue. Any Board Member may also present a candidate from among the Proprietors.

Section 4. Removal of Trustees and Officers

Any member of the Board of Trustees or any Officer may be removed for cause as determined by a vote of two-thirds (2/3) of the Trustees then serving including but not limited to, gross misconduct, substantial neglect of duties, inability to discharge powers and duties of office or conviction of a felony. Said Trustee or Officer shall be notified by certified mail at least 14 days prior to vote.

Section 5. The fiscal year of the Corporation shall be the calendar year ending December 31 of each year.

*ARTICLE V.*            **MEETINGS**

Section 1. The Proprietors shall meet annually in the month of January on a date and at a time and place selected by the Board of Trustees. The Secretary shall give notice by posting a notice at the Corporation's office at the Prince Chapel, Kingston Evergreen Cemetery and by an item in the local paper. Unless otherwise specified in these By-Laws, a majority vote of the Proprietors present shall be required for the adoption of any issue.

Section 2. The Governing Body shall meet monthly. At all meetings, a majority of the Board of Trustees then serving shall constitute a quorum. If a quorum is not met at said meeting, the meeting shall be promptly adjourned. Any matter brought before the Board of Trustees by a Proprietor shall not be voted upon in the presence of said Proprietor. The petitioner shall be notified in writing of the Board's decision within 14 days.

Section 3. Special meetings may be called by the President or by a vote of the Board of Trustees at any regular meeting. Proprietors desiring to call a special meeting of the Proprietors shall present to the Board of Trustees a petition containing no less than 25 signatures of the then current Proprietors seeking such a meeting. Such meeting shall be held within two weeks of the submission of said petition at a date and time determined by the Board. The petition should

address only one issue for discussion at said meeting and that issue should be clearly identified in the petition. A quorum for such a meeting shall consist of one hundred of the then current Proprietors. An affirmative vote shall be constituted by a majority of the Proprietors present.

*ARTICLE VI.*            **AMENDMENTS**

- Section 1.    Amendments to these by-laws may be proposed at the Annual Meeting or any called special meeting of the Proprietors, provided that notice of the general character of such action having been given in the notice of said meeting.
- Section 2.    Upon proposal, the Proprietors may discuss an amendment or hold it over for a second discussion at the next scheduled or called meeting.
- Section 3.    To be effective, any proposed amendment must be ratified by a two-thirds (2/3) vote of the Proprietors present and voting at the Annual or called meeting.
- Section 4.    The By-laws shall be reviewed no less than once every five years by an ad hoc committee of the Board of Trustees, whose members shall be appointed by the President. The Committee shall make recommended changes to the Board of Trustees.

*ARTICLE VII.*           **ADOPTION**

These by-laws of the Kingston Evergreen Cemetery Association, Inc. are adopted by a majority vote of the Proprietors present and voting at a Special Meeting of the Proprietors on May 15, 2007, and adopted, as amended, by a majority vote of the Proprietors present and voting at the Proprietors' Annual Meeting held January 15, 2008. The adoption of these amended By-laws supersedes all previously adopted By-laws of said Corporation.

ADOPTED BY THE CORPORATION

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Fred Nava  
President

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Clerk of the Corporation

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Date

Revised 11/20/06