

BYLAWS
OF
FRIENDS OF MIDDLEBOROUGH CEMETERIES, INC.

Established 2010
First Revision December 12, 2013
Second Revision April 17, 2014
Third Revision – November 17, 2016

ARTICLE I
General Provisions

Section 1 Name The name of the corporation shall be Friends of Middleborough Cemeteries, Inc.

Section 2 Purpose The purposes of the corporation are (1) to preserve, maintain and restore the cemeteries located in Middleborough, Massachusetts including the graves, burial grounds, and burial plots; (2) to promote and improve awareness of the history and care of Middleborough cemeteries; and (3) to preserve and promote the memory of those persons interred within Middleborough, Massachusetts.

Section 2 Location The principal office of the corporation shall initially be located at 8 Thatcher’s Row, Middleborough, Massachusetts. The Directors may establish an alternative principal office hereafter, but located in Massachusetts.

Section 3 Fiscal Year Except as from time to time otherwise determined by the Directors, the fiscal year of the corporation shall end on the thirtieth (30th) day of April each year.

ARTICLE II
Membership

Section 1 Type and Term There is only one level of membership. Membership is for a calendar year, from January 1 to December 31.

Section 2 Eligibility for membership The members of the corporation shall consist of any person who supports the purposes of the corporation and so indicates his or her support by submitting a membership application and meeting the requirements of the Annual Membership Requirement. Applications will be considered to have been submitted when a Director, or an appointed representative of the Board of Directors, has received them. Membership is renewable, and each member shall be advised before September 30th of the options of the Annual Membership Requirement for the next calendar year.

Section 3 Annual Membership Requirement The Annual Membership Requirement shall be determined by the Board of Directors. The Annual Membership Requirement will be considered to have been met when a Director, or an appointed representative of the Board of Directors, has certified them. All members must have met the Annual Membership Requirement in order to vote, nominate, be nominated, or be elected to either a Director or an Officer position.

Section 4 Rights of Members Members receive Membership Cards for the calendar year. Members are entitled to attend all meetings. Member, regardless of age, may participate in and be members of any Committee. Members over the age of eighteen (18) are entitled to vote.

Section 5 Meetings of the Members Member meetings consist of the “Annual Meeting of the Corporation” and “Special Meetings of the Corporation”. The Annual Meeting shall be held in May; the precise date shall be determined by the Board of Directors, as well as the manner of notice thereof to the members. Special Meetings may be called by the President or the Board of Directors, and notice thereof shall be made by the Secretary-Clerk, or in the case of the death, absence, incapacity, or refusal of the Secretary-Clerk, by the Board of Directors. Special Meetings may be called by ten (10%) percent of the membership as determined by the attendance of membership at the previous Annual Meeting of the Corporation, upon notice to the Board of Directors who shall then notify the membership of the date and place of the meeting.

Section 6 Actions at Meetings of the Corporation At all meetings of the Corporation, the vote of each member must be cast in person. The quorum to act shall consist of at least twenty (20%) percent of the membership, as determined by the attendance of membership at the previous Annual Meeting of the Corporation, business, but a lesser number may, without further notice, adjourn the meeting to any other time. The vote of the majority of those present shall decide any matter, unless a different vote is specified by law, our Articles of Organization, or these Bylaws.

ARTICLE III Directors

Section 1 Make-up The Board of Directors shall consist of no fewer than three (3) people and no more than twenty (20) people.

Section 2 Powers The business and property of the corporation shall be managed by the Board of Directors, who may exercise all of the powers of the corporation which are not expressly reserved to the members by law, or by the Articles of Organization, or these Bylaws.

Section 3 Elections A Board of Directors shall be so elected annually by the members. All Directors shall hold office until the next annual meeting or a special meeting in lieu of an annual meeting and thereafter until their respective successors are chosen and qualified at the next annual meeting. Any vacancy in the Board of Directors, caused by death, disability or resignation, may be filled by vote of the members at either a special meeting or at the annual meeting.

Section 4 Resignation and Removal Any Director may resign by delivering a written resignation to the corporation to the Secretary-Clerk at his/her residential address or by delivering by mail postage prepaid, to Secretary-Clerk at the legal address of the corporation. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time. Any Director may be removed from office with cause by an affirmative vote of the majority of the members at a special meeting duly called for the purpose of such removal. At least ten (10%) percent of the membership, as determined by the attendance of membership at the previous Annual Meeting of the Corporation, may call a special meeting for the purpose of removal for cause and a quorum to act on this request shall consist of at least twenty (20%) percent of the membership, as determined by the attendance of membership at the previous Annual Meeting of the Corporation.

Section 5 Meetings Special meetings of the Directors may be held upon notice by telephone call or by facsimile either by at least twenty-four hours prior of such meeting. Special meetings of the Directors may also be held upon such notice as is approved by a majority of the Directors.

Section 6 Quorum At any meeting of the Directors a majority of the Directors then in office shall constitute a quorum for the transaction of business, but a lesser number may without further notice adjourn the meeting to any other time.

Section 7 Action at Meetings At any meeting of the Directors at which a quorum is present, the vote of a majority of those present shall decide any matter, unless a different vote is specified by law, the Articles or Organization or these Bylaws. Any action may be taken without a meeting if all of the Directors consent thereto in writing.

Section 8 Appointed Directors The Board of Directors shall have the power to appoint Directors. "Appointed Directors" shall serve until the next Annual Meeting of the Corporation. At the next Annual Meeting of the Corporation, the "Appointed Directors" shall be eligible to be elected to the Board of Directors by the members.

ARTICLE IV Officers

Section 1 Officers and Elections The Officers of the corporation shall consist of a President, Vice-President, a Treasurer, and a Secretary-Clerk. The Treasurer and Secretary-Clerk may be the same person. All Officers shall be elected by the Board of Directors. The Officers shall be elected at the first meeting of the Board of Directors following the "Annual Meeting of the Corporation" and shall hold office until the next election of Officers.

Section 2 Resignation and Removal The same provisions under Article III Section 4 for the Resignation and Removal of Directors shall apply to the Officers of the corporation.

Section 3 President The President or Vice-President shall, subject to the direction and control of the Board of Directors, preside when present at all meetings of the members and directors. The Vice-President shall preside in the event of the absence of the President. The President and Vice-President shall have only such other powers and duties that may be vested in these offices by these Bylaws or by the Board of Directors.

Section 4 Treasurer The Treasurer, or someone serving in the absence of the Treasurer, shall also, subject to the direction and control of the Board of Directors, have general charge of the financial affairs of the corporation and shall keep full and accurate books of account. The Treasurer shall maintain custody of all funds, securities, and valuable documents of the corporation, except as the Board of Directors may otherwise provide. The Treasurer shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these Bylaws or as the Board of Directors may designate for such office from time to time.

Section 5 Secretary-Clerk The Secretary-Clerk shall give such notices of meetings to members and directors as required by these Bylaws and shall keep a record of all of the meetings of members and Board of Directors. The Secretary-Clerk shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these Bylaws or by the Board of Directors. In the absence of the Secretary-Clerk from any meeting of the members or directors, a temporary clerk designated by the person presiding at the meeting shall perform the duties of the Secretary-Clerk.

ARTICLE V AMENDMENTS OF BYLAWS

Section 1 Amendments These Bylaws may at any time be amended or repealed in whole or in part by vote of two thirds of the members present, provided that the substance of any proposed change must be stated in the notice of the annual meeting or special meeting at which action is to be taken. At such meeting to amend the Bylaws a quorum to do so shall consist of at least twenty (20%) percent of the membership, as determined by the attendance of membership at the previous Annual Meeting of the Corporation.

ARTICLE VI RULES OF ORDER

Section 1 Rules of Order “Robert’s Rules of Order’ shall be the parliamentary authority for all matters for procedure at all meetings unless specifically stated otherwise in these Bylaws.