

ZION LUTHERAN CEMETERY ASSOCIATION, INC.
BY-LAWS

In this document: Zion refers to “Zion Lutheran Cemetery Association, Inc.” located south of Leonard, North Dakota, as indicated in ARTICLE II below. Zion Church refers to the people who were members of the Zion Lutheran Church. Church Building refers to the Zion Lutheran church building.

ARTICLE I.
MISSION STATEMENT

The Zion Lutheran Cemetery Association, Inc. is to provide a place to bury those who wish to be buried in the cemetery. The grounds and the church building will be maintained to the best of our ability and under the direction of the board of directors. The church building will be available for various events upon the approval of the board of directors. Maintaining the history and heritage of those associated with the Zion Cemetery is of utmost importance. Jesus Christ is our Shepherd in leading us in faith, hope and love.

ARTICLE II
OFFICE

The principal office of the corporation in the State of North Dakota shall be located in Zion Lutheran Church, Leonard, North Dakota.

The corporation shall have and continuously maintain in the State of North Dakota a registered office and a registered agent whose office is identical with such registered office. The registered office may be, but need not be, identical with the principal office in the State of North Dakota, and the address of the registered office may be changed from time to time by the board of directors.

ARTICLE III
MEMBERS

Section 1. Membership

A person is automatically a member if he/she owns a gravesite. A person is a member if he/she has a relative buried in this cemetery.

Section 2. Voting Rights

A member can have a maximum of only one vote as follows: Each person who owns a gravesite shall be entitled to one (1) vote on each matter submitted to a vote of the members. Members who have a relative buried in this cemetery must make sure the

secretary knows the name of the relative and how they are related; such members are entitled to one (1) vote on each matter submitted to a vote of the members, but a maximum of one (1) vote is allowed per person buried in the cemetery. Therefore, if two (2) ore more members are relatives of a specific person buried in this cemetery, they must select one (1) member who will be entitled to one (1) vote on each matter submitted to a vote of the members.

Section 3. Proxy

If a specific issue is brought up by the board of directors to be voted on at a meeting of members and a member is unable to attend the meeting, he/she can vote by proxy by sending their vote to the secretary. If the member is a relative of a person buried in this cemetery, their proxy must include the name of the relative buried in this cemetery.

ARTICLE IV MEETING OF MEMBERS

Section 1. Annual Meeting

An annual meeting of the members shall be held each year for the purpose of electing directors and the transaction of any other business that may come before the meeting.

Section 2. Special Meetings

Special meetings of the members may be called by the board of directors.

Section 3. Notice of Meetings

A notice stating the place, day and hour of any meeting of members shall be posted on the web site (www.zionlca.com) at least two (2) weeks prior to the date of such meeting. If a member wants to be notified by US mail or by email of a meeting, he/she must send a self-addressed envelope with first class postage attached to the secretary or send a current email address.

Section 4. Quorum

Ten (10) members (described in Article III above).

ARTICLE V BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the association shall be managed by its board of directors. Directors need not be residents of North Dakota, but they must be members of the association.

Section 2. Number, Tenure and Qualifications

The number of directors shall be five (5). Each director serves five (5) years, one (1) being elected each year at the annual meeting.

Section 3. Meetings

Meetings of the board of directors may be held at any time and place decided by a majority of the board of directors.

Section 4. Quorum

Three (3) members of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board.

Section 5. Manner of Acting

All motions must be carried by at least three directors.

Section 6. Vacancies

Any vacancy occurring in the board of directors shall be filled by the board of directors.

A Director appointed to fill a vacancy shall serve until the next annual meeting.

Section 7. Compensation

Directors as such shall not receive any stated salaries for their services. Nothing herein contained shall be construed to preclude any director from serving the association in any other capacity and receiving compensation therefore.

ARTICLE VI
OFFICERS

Section 1. Officers

The officers are elected by the board of directors. The officers of the association shall be a president, a first vice-president, a second vice-president, a secretary, and a treasurer. The president and vice presidents must be members of the board of directors. The secretary and treasurer may be one person, elected by the board of directors, but does not have to be a member of the board of directors. Such officers shall have the authority and perform the duties prescribed from time to time by the board of directors.

Section 2. President

The president shall be the principal executive officer of the association and shall in general supervise and control all the business and affairs of the association. The president shall preside at all meetings of the members and of the board of directors. The president may sign with the secretary, or any other proper officer of the association authorized by the board of directors, any documents authorized by the board of directors, including the signing and endorsing of checks. In general the president shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

Section 3. Vice Presidents

In the absence of the president, or in the event of his/her inability or refusal to act, the vice-president shall perform the duties of president. Any vice-president shall perform such other duties as from time to time may be assigned to him/her by the president or by the board of directors.

Section 4. Treasurer

The treasurer shall have charge and custody of and be responsible for all funds and securities of the association, receive and give receipts for moneys due and payable to the association from any source whatsoever, and deposit all such moneys in the name of the association in such banks, trust companies, or other depositories as shall be selected by the board of directors, and in general perform all duties incident to the office

of treasurer, and such other duties as may from time to time be assigned to him by the president or by the board of directors.

Section 5. Secretary

The Secretary shall keep the minutes of the meetings of the members and of the board of directors in one or more books provided for that purpose, see that all notices are duly given as provided in these bylaws or as required by law, be custodian of the association records (including cemetery records), and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the president or by the board of directors.

ARTICLE VII
CERTIFICATES OF RESERVED GRAVE SITE

The board of directors will provide a certificate to each person who purchases a grave site. Such certificates will be signed by the president and secretary of the association and state the location of the grave site in the cemetery. The name and address of each grave site owner, site location, and the date of issuance of the certificate shall be entered on the records of the association. If any certificate shall become lost mutilated or destroyed a new certificate may be issued therefore on such terms and conditions as the board of directors may determine. If someone no longer wants a grave site, after having paid for it, the grave site can be sold to someone else upon written notification to the board of directors.

ARTICLE VIII
FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

ARTICLE IX
EMPLOYEES

The board of directors shall have the right to hire such persons as they deem fit and proper to superintend and to maintain this cemetery. Said employees shall be answerable to the board of directors. The superintendent, or such other employees as the board of directors shall determine, shall have such powers to enforce all rules and regulations as the board of directors may grant unto said employees.

ARTICLE X
CHANGES IN BYLAWS

Any change in the bylaws needs to be proposed by a majority vote at a meeting of the members and included in the notice for a subsequent meeting of the members. At the subsequent meeting the members may change the bylaws (as proposed) with a two-thirds (2/3) majority vote.

ARTICLE XI
RULES AND REGULATIONS

Rules and regulations will be established by the board of directors. The board of directors may change or modify these rules and regulations without notice. All former rules and regulations shall be declared invalid.

KNOW ALL MEN BY THESE PRESENTS, that we the undersigned, being all members of Zion Lutheran Cemetery Association, Inc., hereby assent to the foregoing bylaws and adopt them as the bylaws of said association.

Date of Adoption: May 28, 2007

Date of Adoption of Revised Bylaws: May 21, 2015

Directors:
