

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. The secretary shall maintain an official membership list. A person is eligible for membership if he/she owns a gravesite or has a relative buried in this cemetery.

Section 2 - Voting Rights. Each member shall 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, a notice will be sent to the membership. If a member is unable to attend the meeting, he/she can vote by proxy by sending their vote to the secretary.

Section 4 – Resignation. Any member may resign by filing a resignation with the secretary.

Section 5 – Additions to Membership List. A person can be added to the official membership list by giving written instructions to the secretary indicating a desire for membership along with documentation showing that he/she owns a gravesite, and/or has a 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 at a designated place.

Section 3. - Notice of Meetings. Printed notice stating the place, day and hour of any meeting of members shall be delivered personally or by mail to each member entitled to vote, who is on the mailing list, at least two weeks prior to the date of such meeting. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the member mailing list, with postage thereon prepaid.

Section 4. – Member mailing list. Members as stated in Article III above have the responsibility to update their mailing address as needed.

Section 5. - 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. Each director serves five years, one being elected each year at the annual meeting.

Section 3. - Meetings. Meetings of the board of directors maybe held at any time and place decided by a majority of the board of directors.

Section 4. - Quorum. Three 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 maybe 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 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 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 by-laws or as required by law, be custodian of the association records (including cemetery records), keep a mailing list of the post office address of each member which shall be furnished to the secretary by such members, 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, and approved by, 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 BY-LAWS

Any change in the By-Laws 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 By-Laws (as proposed) with a two-thirds 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.

ARTICLE XII PERPETUAL FUND

A perpetual fund has been established and the interest generated from the fund will be

deposited in the general fund and be used for upkeep of the cemetery. The perpetual fund was initiated on the 21st day of July, 1999.

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

Date of Adoption: May 28, 2007

Directors: _____

