



NEW ENGLAND CEMETERY ASSOCIATION

CONSTITUTION as amended June 26, 2014

Article 1: NAME: The name of the corporation shall be NEW ENGLAND CEMETERY ASSOCIATION.

Article 2: PURPOSE: The purpose for which this corporation is organized shall be the collection and dissemination of information of an educational nature pertaining to the operation, maintenance and improvement of NEW ENGLAND CEMETERIES, both active and historical.

Article 3: MEMBERSHIP: The ASSOCIATION shall consist of the following classifications: Active, Honorary, Associate and Supplier member. No person shall be eligible for membership to the ASSOCIATION who cannot subscribe to the Code of Ethics adopted by the NEW ENGLAND CEMETERY ASSOCIATION. Conduct in violation of said code on the part of any member shall be grounds for registration of a complaint to the BOARD OF DIRECTORS requesting expulsion. Membership in any of the ASSOCIATION classifications must be approved by the Board of Directors.

Article 3A: ACTIVE MEMBER: Shall consist of members who are directly associated or employed, other than a contractual agreement, with a cemetery within the NEW ENGLAND STATES. Active members shall have the right to participate in meetings, hold office and vote on matters of the ASSOCIATION.

Article 3B: HONORARY MEMBER: Shall consist of members whom the ASSOCIATION deems worthy of this distinction. Honorary members shall pay no dues. They may attend and participate in the functions and serve on any committee, to which they may be appointed. They shall not have the right to vote or hold office in the ASSOCIATION.

Article 3C: ASSOCIATE MEMBERS: Shall consist of members who are directly associated or employed, other than a contractual agreement, with a cemetery outside of the NEW ENGLAND STATES, who are interested in the activities and well being of the NEW ENGLAND CEMETERY ASSOCIATION. The Associate member may attend and participate in all functions, and serve on any committee, to which they may be appointed. They shall not have the right to vote or hold office in the ASSOCIATION.

Article 3D: SUPPLIER MEMBERS: Shall consist of members who are an individual, firm or corporation supplying any materials or services used by an Active or Associate member. Supplier members may attend and participate in all functions, and serve on any committee, to which they may be appointed. They shall not have the right to vote or hold office in the ASSOCIATION.

Article 4: OFFICERS AND DIRECTORS: The officers of the ASSOCIATION shall be: a President, First Vice President, Second Vice President, Secretary, Treasurer and these officers shall be members of the BOARD OF DIRECTORS. They shall be elected by ballot at the ANNUAL MEETING, to take office at the adjournment thereof: the terms of office of their predecessors shall then expire. They shall have the usual duties indicated by their titles and any other duties imposed by the BOARD OF DIRECTORS. The Secretary shall act as clerk of the six (6) Directors. They shall be elected as follows: No more than two (2) for a term of one year; two (2) for a term of two years; two (2) permanent positions for a term of three (3) years. These two (2) permanent board member positions are not to advance to officer positions. Permanent board member positions are to be filled by past presidents and will be for a period of three (3) years each. In addition to the elected DIRECTORS, the immediate PAST PRESIDENT shall be a member of the BOARD OF DIRECTORS. At no time shall there be less than ten members on the board of directors nor more than twelve members.

Article 5: BOARD OF DIRECTORS: The management of the affairs of the ASSOCIATION, including the power to deal with the properties in any manner shall be in the hands of the BOARD OF DIRECTORS. Vacancies in any office for any reason shall be filled by the BOARD OF DIRECTORS from the active membership for the balance of the unexpired term, except in the case of a vacancy in the BOARD OF DIRECTORS. The BOARD OF DIRECTORS may fill the vacancy for the balance of the year and a Director shall be elected at the next ANNUAL MEETING to fill the unexpired term of any such Director. A quorum shall be comprised of seven (7) members of the BOARD OF DIRECTORS who shall be present for the valid transaction of business. An agenda shall be distributed in advance to each member of the BOARD OF DIRECTORS. Only items on the agenda may be dealt with at this time, motions arising at any meeting of the BOARD OF DIRECTORS will be decided by a majority of those present.

Article 6: MEETINGS: Each year there shall be an ANNUAL MEETING of the ASSOCIATION and any such other special meeting as desired may be called by the PRESIDENT with the approval of the BOARD OF DIRECTORS or on a vote of the ASSOCIATION. The exact time and place of the meeting shall be set by the BOARD OF DIRECTORS. The call of the meeting shall be mailed at least thirty (30) days before the time set therefore.

Article 7: CONSTITUTION: This constitution may be amended by a two-thirds vote of those present and voting at any ANNUAL MEETING, provided notice of each proposed amendment be stated on the call of the meeting.

RCS '06