

**By-Laws
of
Rocks Village Memorial Association, Inc.**

Article I: Membership

Section 1. Any person interested in furthering the goals of the Corporation as set forth in the Articles of Organization may become a member.

Section 2. Selection of Members: Candidates who have been recommended by an affirmative vote of two-thirds of the Directors may be elected to membership in the Corporation by a majority vote of a proper quorum of the membership present at any regular or special meeting thereof.

Section 3. Voting Rights: All members shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4. Termination of Membership: The Board of Directors, by affirmative vote of two-thirds of all members of the Board, may suspend or expel a member for cause after an appropriate hearing and may, by a majority vote of those present at any regularly constituted meeting terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues as specified in Article VII of these By-Laws.

Section 5. Resignation: Any member may resign by filing a written resignation with the Secretary, effective upon such filing, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section 6. Reinstatement: Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Article II: Meetings

Section 1. Place of Meeting: Any or all meetings of the members, and of the Board of Directors of this Corporation shall be held within the Commonwealth of Massachusetts, except pursuant to By-Law or resolution adopted by the membership or pursuant to resolution adopted by the Board.

Section 2. Annual Meeting of Members: An annual meeting of the members shall be held in each year on the second Thursday in September at seven o'clock p.m., one of the purposes of which shall be the election of a Board of Directors.

Section 3. Notice of Annual Meeting of Members: At least fifteen days prior to the date fixed by Section 2 of this Article for the holding of the annual meeting of members, notice of the time, place and purpose of such meeting shall be conveyed to each member by the Clerk or the Clerk's delegate(s).

Section 4. Delayed Annual Meeting: If, for any reason, the annual meeting of the members shall not be held on the day herein before designated, such meeting may be called and held as a special meeting, provided, however, that the notice of such meeting shall be the same herein required for the annual meeting; namely, not less than a fifteen day notice.

Section 5. Order of Business at Annual Meeting: The recommended order of business at the annual meeting of the members shall be as follows:

- a. Recording of attendance.
- b. Summary of minutes of last preceding meeting.
- c. Report of officers.
- d. Election of Directors.
- e. Transaction of other business.
- f. Adjournment.

Provided that, in the absence of any objection, the presiding officer may vary the order of business at said officer's discretion.

Section 6. Special Meeting of Members: A special meeting of the members may be called at any time by the President, by a majority of the Board of Directors, or by a written request to the Clerk signed by at least five members. The method by which such meeting may be called is as follows: Upon receipt of a specification in writing setting forth the date and objects

of such proposed special meeting, signed by the President, or by a majority of the Board of Directors, or by at least five members, the Clerk shall prepare a written record of the notice. The Clerk or the Clerk's delegate(s) shall then convey the content of said notice to the members at least seven days before the date of the proposed meeting.

Section 7. Organization Meeting of Board: At the place of holding the annual meeting of members and immediately following the same, the Board of Directors as constituted upon final adjournment of such annual meeting shall convene for the purpose of electing officers and transacting any other business properly brought before it.

Section 8. Regular Meeting of Board: Regular meeting of the Board of Directors shall be held at least once every three months at such time and place as the Board of Directors shall, from time to time, determine. No notice of regular meetings of the Board shall be required.

Section 9. Special meetings of Board: Special meetings of the Board of Directors may be called by the President at any time by means of notice of time, place and purpose thereof being conveyed to each Director.

Article III: Quorum

Section 1. Quorum of Members: Presence in person of eight members of this Corporation shall constitute a quorum at any meeting of the members. If eight members are not present to constitute a quorum, then a delayed meeting shall be called in accordance with Article II, Section 4, unless the meeting was originally called in accordance with Article II, Section 6. In that event, the procedure as outlined in Article II, Section 6 shall be followed.

Section 2. Quorum of Directors: A majority of four Directors shall constitute a quorum.

Article IV: Board of Directors

Section 1. Number and Term of Directors: The business, property, and affairs of this Corporation shall be managed by a Board of Directors, composed of at least six persons who shall be members of this Corporation. Each Director shall hold office for the term for which he is elected and until his successor is elected and qualified. The term of office

shall be ex officio member of all standing committees, and shall have the general powers and duties of supervision and management usually vested in the office of President of the Corporation.

Section 2. Vice President: The Vice President shall be chosen from the membership of the Board. He or she shall perform the duties and exercise the powers of the President during the absence or disability of the President.

Section 3. Clerk: The Clerk shall attend all meetings of the members and of the Board of Directors and shall preserve in books of the Corporation true minutes of the proceedings of all such meetings. He shall perform such other duties as may be delegated to him by the Board of Directors.

Section 4. Treasurer: The Treasurer shall have custody of all Corporation funds and securities and shall keep in books belonging to the Corporation full and accurate accounts of all receipts and disbursements. He shall deposit all monies, securities and other valuable effects in the name of the Corporation in such depositories as may be designated for that purpose by the Board of Directors. He shall disburse the funds of the Corporation as may be ordered by the Board, and whenever requested by them, account for all his transactions as Treasurer and of the financial condition of the Corporation.

Section 5. Assistant Clerk-Treasurer: The Assistant Clerk-Treasurer shall perform the duties and exercise the powers of either the Clerk or the Treasurer in the absence or disability of either of those Officers.

Article VI: Execution of Instruments

Section 1. Checks, etc.: All checks, drafts and orders for payment of money shall be signed in the name of the Corporation and shall be countersigned by such Officers or agents as the Board of Directors shall, from time to time, designate for that purpose, if any.

Section 2. Contracts, Conveyance: When the execution of any contract, conveyance or other instrument has been authorized by the Board of Directors, the President or Clerk may execute the same in the name and behalf of the Corporation. The Board of Directors shall have the power to designate the Officers and agents who shall have authority to execute any

instrument on behalf of the Corporation.

Article VII: Dues

Section 1. Dues: There currently are not dues for all members but may in the future be fixed by vote at the annual meeting. The Board of Directors shall have the power to waive payment of dues for specific individuals at its discretion.

Article VIII: Amendment of By-Laws

Section 1. Amendments, How Effected: These By-Laws may be amended, altered, changed, added to or repealed by the affirmative vote of two-thirds majority of the Board of Directors if the amendment, alteration, change, addition or repeal be proposed at a regular Meeting; provided that any By-Laws made by the affirmative vote of a two-thirds majority of the Board of Directors as provided herein may be amended, altered, changed, added to or repealed by the affirmative vote of two-thirds of the members entitled to vote at any regular or special meeting of the members.

Article IX: Committees

Section 1. Committees of Directors: The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of one or more Directors; provided however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the By-Laws; electing, appointing or removing of any such committee or any Director or Officer of the Corporation.

Section 2. Committees are to be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation and the President of the Corporation shall appoint the members thereof. Any member thereof may be removed by the vote of the majority of the Board of Directors whenever in their judgment the best interests of the Corporation shall be served by such removal.

Adopted: 29 August 1979 10
Amended: ~~18~~ September 2008 16