**By-Laws**

**Flynn Cemetery Association, Inc.**

**05 April 2008**

**Article I**

**General**

Section 1.0 Purpose

Having been duly incorporated under public laws of the state of North Carolina on March 12, 2008, it shall be the purpose of the Flynn Cemetery Association, Inc., hereinafter referred to as the Corporation, to conduct and oversee the operation of and all business affairs of the Flynn Cemetery located on the Flynn Cemetery Road near Whiteville, NC.

**Article II**

**Trustees**

Section 2.0 Trustees

The affairs of the Corporation shall be managed by a board of seven (7) trustees, which shall exercise all the powers of the Corporation except as are by law or by Corporation Articles of Incorporation or by Corporation Bylaws or by Corporation Policies conferred upon another entity.

Section 2.1 Qualifications and Requirements of Trustees

The initial Board of Trustees shall be constituted of those serving as Trustees prior to the incorporation of the cemetery. The initial Trustees are as follows:

George Barefoot

Walter C. Batten

Jack Burchette

Harold Smith

Fred Tedder

Sarah Thompson

To become and remain a Trustee, an individual must meet the following requirements:

1. Have a primary residence within 10 miles of the cemetery property.
2. Be current in all obligations to the cemetery.
3. Be over the age of eighteen (18).
4. Attend meetings of the Trustee Board when notified if physically able to do so.
5. Shall not have filed and been liquidated in bankruptcy in the past five years.
6. Shall not be a contractor doing business with or have an interest in an entity doing business with the cemetery.
7. Shall have the legal capacity to enter into a binding contract.

Section 2.2 Replacement of Trustees

Should a Trustee resign or retire from the Board the remaining trustees shall have authority to select and name a replacement by majority vote. The vote must be taken at the next meeting of the Trustees following the announced change.

Section 2.3 Meetings of the Board

The Board of Trustees shall meet at least every three months in January, April, July, and October of each year. The Board may meet at any time for an unscheduled meeting as may be deemed necessary by the officers or any two Trustees. The date and time shall be set in particular by the officers of the Corporation prior to each regular or unscheduled meeting.

Section 2.4 Location of Board Meetings

The Board shall have its regular quarterly meetings at the place of the Secretary’s choosing so long as it is within reasonable access of all Trustees. Not withstanding, any meeting may be held at another location, if by majority vote, the Board should deem it in the best interest of the Corporation.

Section 2.5 Quorum

The presence of a majority of the Trustees shall be required for the transaction of business. The affirmative votes of at least a majority of the Trustees present once a quorum has been established shall be required for any action to be taken.

**Article III**

**Officers**

Section 3.0 Officers

The officers of the Corporation shall be a President, Vice President, and Secretary-Treasurer. The same person may hold the office of Secretary and Treasurer.

Section 3.1 Removal

Any office or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interest of the Corporation will thereby be served.

Section 3.2 Vacancies

A vacancy in any office elected by the Board of Trustees shall be filled by the Board.

Section 3.3 President

The President shall be the Executive Officer of the Corporation and shall preside at all meetings of the Trustees and shall sign, with the Secretary, legal instruments authorized by the Board.

Section 3.4 Vice President

The Vice President in general shall perform all duties incident to the office of president in the absence of the president and such other duties as may be prescribed by the Board of Trustees from time to time.

Section 3.5 Secretary-Treasurer

The Secretary-Treasurer shall:

1. Keep the minutes of meetings of the Board in a book provided for that purpose and shall maintain the book in a safe location.
2. Provide notice to Trustees of meeting time and place.
3. Be the custodian of Corporate records and shall keep the seal of the Corporation.
4. Keep on file at all times a complete copy of the Corporation’s Articles of Incorporation and of its By-Laws.
5. Sign with the president any legal documents when required.

The Treasurer shall:

1. Have charge and custody of and be responsible for all funds and securities of the Corporation.
2. Receive and give receipts for monies due and payable to the Corporation from any source whatsoever and deposit or invest all such monies in the name of the Corporation in such banks as the Trustees deem acceptable.

Section 3.6 Authority to Execute Documents

On the Corporation’s behalf, any two (2) Required Officers may sign, execute, and acknowledge any document properly authorized or approved by the Board of Trustees.

Section 3.7 Reports

The Officers of the Corporation shall provide a report concerning finances and other activities of the Corporation at each meeting of the Trustees. An annual written report of financial condition shall be required to be submitted by the Treasurer to each Trustee.

**Article IV**

**Miscellaneous**

Section 4.0 Fiscal Year

The Corporation’s Fiscal Year shall begin on the first day of the month of January of each year and end on the last day of the month of December following.

Section 4.1 Amendments

The Bylaws may be altered, amended or repealed by the majority vote of the Trustees meeting at a duly called meeting with all having received at least seven (7) calendar days’ notice including specific notice that the bylaw amendment, change, or deletion is pending as business for that meeting.

Section 4.2 Governing Law

These Bylaws must be governed by, and interpreted under, the laws of the state of North Carolina.

Section 4.3 Successors and Assigns

1. The duties, obligations and liabilities imposed upon the Corporation by the Bylaws are binding upon the successors and assigns of the Corporation; and
2. The rights granted to the Corporation by these Bylaws inure to the benefit of the Corporation’s successors and assigns.