

## NOVELTY HILLS CEMETERY ASSOCIATION (NHCA) BY-LAWS

**Absentee:** is a vote cast by someone who is unable or unwilling to attend the official voting. Numerous methods have been devised to facilitate this.

**Board of Directors:** Volunteers elected to help run the Novelty Hills Cemetery Association.

**Nomination:** Person you propose or suggest for a position w/in the NHCA.

**Proxy:** Proxy voting is a form of voting whereby a member of a decision-making body may delegate his or her voting power to a representative, to enable a vote in his or her absence.

### **Article I: Name & Purpose**

#### *Section I:* Organization

The organization shall be known as the Novelty Hills Cemetery Association, other names used in the past include Novelty Hill Cemetery Association and Novelty Cemetery Association.

#### *Section II:* Mission & Purpose

Provide dignified, environmentally site-sensitive burial accommodations and infrastructure to support activities which honor and respect friends and family of Snoqualmie Valley residents.

### **Article II: Objective**

#### *Section I:* Objective

Develop additional opportunities for productive and functional uses of the cemetery grounds, ancillary to burials and memorials, which honor and respect friends and family of Snoqualmie Valley residents.

- Provide for approximately 2,500 interment sites.
- Develop a Cemetery Master Plan providing for the next 100 years of future burial needs.
- Develop and market the Cemetery Master Plan in consideration for future grant awards.
- Offer efficient and cost-effective interment options.
- Establish ongoing campaigns for the provision of future capital improvements to the Cemetery site.

### **Article III: Rights of Membership**

#### *Section I:* Right of membership for plot purchase and burial

- (1) Snoqualmie Valley (past & present) residents, spouses and dependents are qualified for burial in the NHC.
- (2) We are a small cemetery with limited and finite space, priority is given to residents of Duvall. Non-residents are welcome to purchase a plot. While non-residents can purchase a plot anywhere in the cemetery, three sections are reserved exclusively for Duvall residents. This ensures the Duvall families and friends can be buried together. Fees are determined by the board, and can be found in the Rules Document.

*Section II:* Proof of residency forms in order to confirm residency to receive discounted prices. A document must be provided to the cemetery to show proof of address for consideration.

This may include any mail from a government agency, or an accredited company/organization. Sufficiency of documentation is at full discretion of the cemetery.

#### *Section III:* Who can be buried at Novelty Hills Cemetery

- (1) Snoqualmie Valley (past and present) residents, spouses and dependents are qualified for burial in the NHC.
- (2) Exceptions reviewed and voted by the Board.

### **Article IV: Membership**

#### *Section I:* Eligibility

Membership in this association shall be open to any person, partnership, firm, or corporation primarily engaged in end of life services such as cemetery, funeral, cremation operations, or primarily engaged in providing retail services or products for the memorialization and final disposition of human remains and which shall subscribe to the association's Bylaws and Code of Ethics.

**Section II: Memberships**

Classes: The membership in this association shall consist of the following classes:

(1) Regular member

- a. Members shall include any persons owning a cemetery lot, or representative of persons owning a cemetery lot. This includes relatives of family members who are buried in the cemetery.

(2) Associate member

- a. Any individual, firm, corporation, association, municipality, and religious and fraternal organization affiliated with a Regular member or has a vested interest in the Snoqualmie Valley.

(3) Life and honorary member

- a. Life and honorary memberships may be conferred upon individuals at such time and under such terms as the Board of Directors (BOD) shall determine. For example: Any individual that has volunteered a minimum 500 hours and or 5 years of volunteer service on the Board of Directors in their lifetime.

Any dispute concerning the proper classification of a member, including whether a Regular member is affiliated with an Associate member shall be resolved by the By-Laws Committee.

**Section III: Membership Updates**

It is the responsibility of deedholders or their representatives to update the Secretary about current contact information.

**Section IV: Member Suspension & Terminations**

(1) Suspension / Termination

Board of Directors: by majority vote those present at any duly constituted meeting, shall have the authority to suspend or terminate the membership of any Member of any class, when the conduct of such person is considered detrimental to the best interests of NHCA.

(2) Notification

The Members shall be notified of meetings, informed of the charges and given an opportunity to appear at the meeting to answer such charges. The Member may participate in the meeting or supply a letter on their behalf electronically or by certified mail; prior to the meeting, to the President.

**Article V: Meetings**

**Section I: Annual Members' Meeting**

The annual meeting of members shall be held on the Third Thursday of January at 7:00 P.M. each year in a designated location in the Snoqualmie Valley.

**Section II: Official Business**

No meeting of members shall be competent to transact any business unless a quorum of at least ten members are represented, either in person or by proxy.

**Section III: Notice of Meetings**

For efficiency purposes, e-mail is the preferred method of communication. Notification to members will be no less than twenty (20) days before the meeting date. Any member failing to give the Secretary a current e-mail address shall not be entitled to such notice.

**Section IV: Special Meetings**

Special meetings of the members may be called at any time by the President or by a majority of the Directors, or by members representing a quorum of ten members, either in person or by proxy.

**Section V: Quorum and Majority**

A quorum is the minimum number of members of a deliberative body necessary to conduct the business of that group. Ordinarily, this is a majority of the people expected to be there, although bodies may have a lower or higher quorum. NHCA is 2/3 vote or 66% of Members present.

A majority, also known as a simple majority in the U.S., is a subset of a group that is more than half of the entire group.

*Section VI: Voting*

Only Members in good standing shall be entitled to vote at any meeting of NHCA unless otherwise stated herein. A majority of members present or represented by absentee ballot at a meeting at which a quorum (2/3 Members or 66%) is present shall be necessary for the adoption of matters voted upon by the members. \*See Article XIV By-Law Changes & Amendments

Good Standing Defined: A person adhering to the general eligibility requirements and the NHCA’s primary purpose.

*Section VII: Absentee Ballot & Proxy Vote*

Each member shall be entitled to one vote in person or one absentee ballot. A person attending the meeting in place of a Regular Member in good standing will be entitled to one vote. Proxy voter must be submitted to the President prior to the start of a meeting containing voting actions.

*Section VIII: Rules of Order*

Roberts Rules of Order shall govern the proceedings of all meetings, except where it conflicts with the Constitution or By-Laws of the NHCA.

**Article VI: Board of Directors**

*Section I: Number of Directors*

The management of the property and affairs of NHCA shall be vested in the Board of Directors. The number of Directors shall not be less than three (3) or more than ten (10). The Directors shall enter upon the performance of their duties on the follow day of the All Members Meeting elections, and shall continue in office until their successors shall have been duly elected and qualified. At each annual meeting when a BOD term expires, the Directors shall elect such number of directors to be elected for the ensuing year and shall elect such numbers of directors.

*Section II: Available Positions*

The Board of Directors shall be selected regardless of race, color, creed, religion, sex, national origin or ancestry. All of the following members consist of directors identified above for a total of ten (10) in number.

Elected	Appointed
President	Grounds Committee Chair
Vice President	Sexton
Treasurer	Director Emeritus
Secretary	

*Section III: Qualifications*

Each elected official must be an eligible member of the association to be nominated for an officer position.

*Section IV: Standard Duties*

The duties of the Board of Directors shall include, but shall not be limited to the following:

- Consider and make the final determination on Director appointments, Committee Chairs, President Emeritus, Director Emeritus and other elected or appointed officials;
- Review and take action on any unethical behavior of NHCA members;
- Attend to all matters concerning future directions and goals of the NHCA;
- Attend to all matters concerning the annual meeting of the NHCA;
- Review and take such action as the Board of Directors deems necessary or appropriate with respect to any redistricting issues;
- Attend to all matters concerning the NHCA’s insurance program;
- Attend to all matters concerning the annual budget;
- Attend to all business of the NHCA between annual meetings.

*Section V: Nominations*

Nominations for Board of Director Positions must come from a member in good standing.

Any member wanting to be nominated for a Directors' position within the NHCA MUST be present. A proxy (from the nominee) can be presented by the Member/BOD member to represent that nominee.

The member wanting to accept the nomination for the Board of Directors' position within the NHCA MUST be present at the All Members Meeting in January. A proxy (from the nominee) can be presented by the member who nominated the individual. The proxy must include the nominee's acceptance of the position and an outline of qualifications for the nominated position.

*Section VI: Elections*

All elections of Directors shall be by majority vote of all members present or represented by absentee ballot or proxy ballot at the time of the meeting. At each annual Members meeting, when a board member's term expires for the upcoming year, the Board of Directors shall determine the number of Directors to be elected for the ensuing year and shall elect such number of directors. The number so fixed, may within the limits prescribed by the foregoing Section 2 (above), be increased at any regular or special meeting of the Members and if the number is increased, the additional Directors may be elected at the Winter Director's Meeting, or at any subsequent meeting. All elections of Directors shall be by majority vote of all members present or represented by absentee ballot or proxy ballot at the time of the meeting.

*Section VII: Term of Office*

All of whom shall hold office for a term of two (2) years. Members of the BOD are eligible for re-election. There are no limits to the number of terms a Board Member can serve.

*Section VIII: Vacancies*

If any vacancy occurs in the Board of Directors; for any reason resigns, is unable to act, removed from office or dies, then the position may be filled by a majority vote of the remaining Board of Directors present at any regular meeting or at any special meeting called for that purpose.

*Section IX: Removal*

Two-thirds vote (Quorum) of the Board of Directors and voting members combined may remove any Board of Director for just cause.

Example:  $10 \text{ BOD} \times 10 \times .666 = 6$  Members to remove a BOD member.

*Section X: Meetings*

The Board of Directors will meet every three (3) months (quarterly) necessary to conduct the interim business of the NHCA.

The Board of Directors shall convene a minimum of one (1) time per year with Members.

**Site** - The NHCA President shall determine the site of all Board of Directors meetings

**Notice** - The President shall send to each member of the Board of Directors written notice of each meeting of the Board of Directors at least seven (7) days prior to such meeting. The notice shall specify the date and time of the meeting and shall also include either a place where the meeting will be held or an e-mail number which a Director may use to participate in the meeting telephonically. Notice may be sent by e-mail, text, phone call or other reputable delivery service. The notice need not specify the purpose of the meeting. Any business that may be transacted by the Board of Directors at a regular meeting may also be transacted at a special meeting of the Board of Directors.

*Section XI: Budget*

At the conclusion of the January Members' Meeting and before the Quarterly BOD meeting, the President and Treasurer shall meet and prepare the preliminary budget for the upcoming season. The preliminary Budget will be presented at the Quarterly BOD meeting. At the conclusion of the Quarterly BOD meeting the BOD shall convene and approve the final budget.

**Article VII: Board of Directors Define Duties & Powers**

**Section I: President Duties**

Shall include but not be limited to:

- Preside at all sessions of the Board of Directors and Membership.
- Direct the policies of NHCA as established by the Members and the Board of Directors.
- Appoint all committees unless otherwise specified herein.
- Create ad hoc committees necessary to meet the needs of the association.
- Serve as an ex-officio member of all committees.
- Coordinate with the Board of Directors the negotiations and execution of all contracts and agreements on behalf of the Association.
- Coordinate and approve the agenda for all meetings of the Board of Directors and Council.
- Coordinate an e-mail, fax, electronic or telephonic vote from the Board of Directors for any expenditure that will exceed a budgetary line item of \$500.00.
- Determine the site of the Board of Directors meetings.
- The President may call a special meeting of the Board of Directors or the Council when business requires or when directed to do so upon written petition sent to the Director by ten (10) of the members of the respective bodies.
- Delegate duties and authority to the Board of Directors and members.
- Perform such duties as may be necessary for the proper and efficient conduct of NHCA.
- Negotiate and execute all contracts and agreements on behalf of the Association except, however, any contract in excess of \$10,000 or for a duration of more than one year must be approved by the Board of Directors or it shall be void. The President shall notify the Board Members of all contracts.
- Make the final decision on any interpretation of the By-Laws and appoint a qualified interpreter to act in his/her absence.
- Act on behalf of the Association in all matters of emergency that are not covered in the By-Laws.
- Report to the Board of Directors if any director is not carrying out his/her duties as described in the By-Laws.
- Work in conjunction with the treasurer to prepare a preliminary budget request for the following year for presentation to the Board of Directors.
- Three (3) days prior to each meeting of the Board of Directors, the President shall provide to each board member the following:
  - An agenda approved of the proceedings,
  - The approved budget with the minutes of the annual meeting and each Board of Directors meeting to each Council member within 30 days after the meeting.
- *Receive prior authorization from the Board of Directors for any expenditure that will exceed a line item's budget by more than 15%. Any emergency overrun must immediately receive post expenditure authorization. Emergency authorization requests shall include an explanation regarding the nature of the emergency. The Vice-Director through a mailing, fax, electronic version, or e-mail vote of the Board of Directors, shall obtain authorization.*

**Section II: Vice President Duties**

Shall include but not be limited to:

- Vice President shall assist the President in every capacity listed under the President duties.
- The Vice President shall also operate in the best capacity the Vice President sees fit for the best interest of the NHCA.

**Section III: Treasurer Duties**

Shall include but not be limited to:

- Treasurer shall maintain financial records of the Board and ensures effective management of organization's records. Other duties may include but are not limited to:

- Three (3) days prior to a specific financial meeting of the Board of Directors, the Treasurer shall provide to each board member the following:
- A copy of the proposed budget and all necessary background information.
- Is sufficiently familiar with legal documents (articles, by-laws, IRS letters, etc.) to note applicability during meetings.
- Manages finances of the organization.
- Administrates fiscal matters of the organization.

*Section IV: Secretary Duties*

Shall include but not be limited to:

- Maintain records of the board and ensures effective management of organization's records.
- Manages minutes of board meetings
- Ensures minutes are distributed to members shortly after each meeting
- Works closely with the President and other staff as guided to by the President.
- Is sufficiently familiar with legal documents (articles, by-laws, IRS letters, etc.) to note applicability during meetings.

*Section V: Sexton Duties*

Shall include but not be limited to:

- The Cemetery Sexton is responsible for the operations and maintenance of the Cemetery.
- Cooperatively works with funeral directors and others arranging burials.
- Must maintain maps and records of the cemetery in an orderly fashion.
- Has vote on board of directors

*Section VI: Director Emeritus*

Upon retirement after completion of Five (5) years of service to the NHCA Board of Directors, the NHCA Directors may elect the retiring Board of Director to the position of Director Emeritus. Director Emeritus' will have a standing seat on the NHCA Directors with one vote privilege.

*Section VII: Additional Officers*

The Board of Directors may appoint such other Officers or agents as it may deem necessary or desirable, and may prescribe the powers and duties of each and may fill any vacancy which may occur in any office.

**Article VIII: Committees**

*Section I: Election*

The Committee Chair will be appointed by the Board of Directors.

The Committee Members will be comprised of good standing members

*Section II: Grounds Committee Chair*

- Communicates with officers for prior approval of any expenditures for maintenance and landscaping.
- Oversees basic lawn care requiring the operation of riding mowers, push mowers, weed whackers and other landscaping or maintenance equipment.
- Generally responsible for all the up keep and maintenance of the cemetery.
- Oversees minor repairs to headstones, benches, waste containers, columns and fencing.
- Maintains all cemetery buildings and other features.

*Section II: Term*

Committee Chair 2-year term

*Section III: Qualifications*

2 years of participation within the NHCA organization as a member

*Section IV: Duties*

Committee Members must attend all Committee meetings.

*Section V: Vacancy*

If a vacancy occurs in the Committee Chair position, for any reason resigns, is unable to act, is removed from

office or dies, then the BOD will appoint a new Chairperson.

*Section VI:* Removal

Two-thirds vote of the Board of Directors may remove a Committee Chair for just cause.

**Article X: Sales**

*Section I:* Unlawful Sales

It shall be unlawful for any person, firm, or corporation to sell or offer to sell a cemetery plot or right of interment upon the promise, representation or inducement of resale at a financial profit. Each person violating this section shall be guilty of a misdemeanor and each violation shall constitute a separate offence.

**Article XI: Grounds**

*Section I:* Headstones

- Resthaven 1, Woodlawn 1 & 2 are the districts allowed to have upright markers.
- Temporary markers will be removed after 90 days.
- Permanent markers must be placed 1 year after interment.
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**Article XII: Financial and Accounting**

*Section I:* Finances

The Board of Directors shall decide all matters pertaining to the finances of NHCA and it shall place all income including Auxiliary funds, in a common treasury, directing the expenditure of same in such manner as will give no individual or member an advantage.

*Section II:* Contribution of funds or property

The Board shall not permit the contribution of funds or property to individuals or members, but shall solicit same for the common treasury of the NHCA, thereby to discourage favoritism and endeavor to equalize the benefits of the NHCA.

*Section III:* Solicitation of funds

The Board shall not permit the solicitation of funds in the name of NHCA unless all of the funds so raised be placed in NHCA treasury.

*Section IV:* Disbursement of NHCA funds

The Board shall not permit the disbursement of NHCA funds for other than the conduct of NHCA activities in accordance with the rules and policies of the NHCA.

*Section V:* Compensation

No Director, Officer or Member of NHCA shall receive, directly or indirectly any additional salary, compensation, or loan from the NHCA outside of income outlined in the NHCA By-Laws of services rendered as Director, Officer or Member.

*Section VI:* Bank Account

All moneys received shall be deposited to the credit of NHCA in a bank account approved by the Board and all disbursement shall be made by check or credit card. The NHCA Treasurer shall sign all checks and such other officer or officers or person or persons as the Board of Directors shall determine.

*Section VII:* Fiscal year

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

*Section VIII:* Distribution of Property upon Dissolution

Upon dissolution of NHCA and after all outstanding debts and claims have been satisfied, the Board of Directors shall distribute the property of NHCA to such other Federally Incorporated entity maintaining an objective similar to that set out herein, which are or may be entitled to exemption under Section 501 (c) (4) of the Internal Revenue Code or any future corresponding provision.

**Article XIII: Changes and Amendments**

*Section I:* By Law Amendments

The By-Laws may be amended, repealed, or altered in whole or in part by quorum a 2/3<sup>rd</sup> / 66% Council member vote at the annual meeting or any duly organized meeting of the Members provided notice of the proposed change is included in the notice of such meeting. Quorum 2/3 of Members must be present and a change would approve with a 2/3 vote.

*Section II:* Rules

This is a document of certain rules established by board action that do not need to be changed at the annual meeting; such as the bylaws. Examples could include cemetery plot fees and headstone requirements. If a conflict is identified between rules and the bylaws, the bylaws will prevail.