

# IVY HILL CEMETERY COMPANY of ALEXANDRIA

## BYLAWS

### ARTICLE 1

#### OFFICES

Section 1. Registered Office. The registered office of the corporation shall be at 2823 King Street, Alexandria, Virginia.

Section 2. Other Offices. The corporation may also have offices at such other places both within and without the State of Virginia as the board of directors may from time to time determine or the business of the corporation may require.

### ARTICLE II

#### PROCEDURE

Roberts Rules of Order shall govern the proceedings at meetings of the board of directors to the extent that such rules are not in conflict with the articles of incorporation or the bylaws of the corporation.

## ARTICLE III

### DIRECTORS

Section 1. Number. The number of directors which shall constitute the whole board shall be a minimum of three and a maximum of five. Any other increases or decreases in the number of directors shall be determined by amendment to the bylaws. The directors shall be elected annually by the board of directors as then constituted and shall serve until their successors are elected and qualified.<sup>1</sup>

Section 2. Vacancies. Vacancies and newly created directorships resulting in any increase in the authorized number of directors shall be filled by the directors then in office, though less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and shall qualify. Should the entire board of directors become vacant, three members shall be appointed by the Circuit Court of the City of Alexandria, Virginia; any additional members required to fill the entire board shall be elected by those so appointed by the Court.

Section 3. Management. The business of the corporation shall be managed by or under the direction of its board of directors which may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the certificate of incorporation or by these bylaws prohibited. The board shall elect its Chairman at its annual meeting.

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<sup>1</sup> Director number changed by amendment December, 2001.

Section 4. Meetings. The board of directors of the corporation may hold meetings, both regular and special, either within or without the State of Virginia. The first meeting of each newly elected board of directors shall be held at such time and place as shall be fixed by the board at the time of their election and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided a quorum shall be present. In the event of the failure of the board of directors to fix the time or place of such first meeting of the newly elected board of directors, or in the event such meeting is not held at the time and place so fixed, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the board of directors, or as shall be specified in a written waiver signed by all the directors. Regular meetings of the board of directors may be held without notice at such time and at such place as shall from time to time be determined by the board.

Section 5. Special Meetings. Special meetings of the board may be called by the chief executive officer (hereinafter referred to as CEO), on one day's notice of each director, either personally or by mail or by telegram; special meetings shall be called by the CEO or secretary in like manner and on like notice on the written request of two directors unless the board consists of only one director, in which case special meetings shall be called by the CEO, or secretary in like manner and on like notice on the written request of the sole director.<sup>2</sup>

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<sup>2</sup> Change to CEO from President by amendment December, 2001.

Section 6. Quorum. At all meetings of the board of majority of the directors shall constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the board of directors, except as may be otherwise specifically provided by statute or by the certificate of incorporation. If a quorum shall not be present at any meeting of the board of directors the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 7. Actions. Unless otherwise restricted by the certificate of incorporation or these bylaws, any action required or permitted to be taken at any meeting of the board of directors or of any committee thereof may be taken without a meeting, if all members of the board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the board or committee.

Section 8. The directors will not be salaried or otherwise compensated by the Corporation other than for reasonable expenses incurred on behalf of the Corporation in fulfilling the duties of Director.<sup>3</sup>

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<sup>3</sup> Section 8 incorporated by amendment June 1980.

## ARTICLE IV

### NOTICES

Section 1. Whenever, under the provisions of the statutes or of the certificate of incorporation or of these bylaws, notice is required to be given to any director, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, addressed to such director at his address as it appears on the records of the corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice to directors may also be given by telegram.

Section 2. Whenever any notice is required to be given under the provisions of the statutes or of the certificate of incorporation or of these bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

## ARTICLE V

### OFFICERS

Section 1. The officers of the corporation shall be chosen by the board of directors and shall be a president, a secretary, and a treasurer. The board of directors may also choose additional vice-presidents, and one or more assistant secretaries and assistant treasurers. Any number of offices may be held by the same person, unless the certificate of incorporation or these bylaws otherwise provide.

Section 2. The board of directors at its first meeting after each annual election shall choose

a president, one or more vice-presidents, a secretary and a treasurer.

Section 3. The board of directors may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the board.

Section 4. The officers of the corporation shall hold office until their successors are chosen and qualify. Any officer elected or appointed by the board of directors may be removed at any time by the affirmative vote of a majority of the board of directors. Any vacancy occurring in any office of the corporation shall be filled by the board of directors.

Section 5. CEO. The board of directors may appoint someone other than the chairman of the board or president to serve as the CEO. The CEO shall oversee the operations of the corporation and its officers and shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and executing thereof shall be expressly delegated by the board of directors to some other officer or agent of the corporation.<sup>4</sup>

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<sup>4</sup> Section 5 incorporated by amendment December, 2001.

Section 6. President. The president shall be the chief operating officer of the corporation and shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the board of directors and CEO are carried into effect. In the absence of the CEO or in the event of his inability or refusal to act, the president shall perform the duties of the CEO, and when so acting shall have all the powers of and be subject to all the restrictions upon the CEO.<sup>5</sup>

Section 7. Vice-Presidents. In the absence of the president or in the event of his inability or refusal to act, the vice-president (or in the event there be more than one vice-president, the vice-presidents in the order designated by the directors, or in the absence of any designated by the directors, or in the absence of any designation, then in the order of their election) shall perform the duties of the president, and when so acting shall have all the powers of and be subject to all the restrictions upon the president. The vice-presidents shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

Section 8. Secretary and Assistants. The secretary or an assistant approved by the board shall attend all meetings of the board of directors and record all the proceedings of the meetings. The secretary will keep in a book to be kept for that purpose the minutes of all board meetings, and shall give, or cause to be given, notice of annual and special meetings of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president. The secretary shall have custody of the corporate seal of the corporation and shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by the secretary's signature. The board of directors may give general authority to any other officer to affix the seal of the corporation and to attest the affixing by his signature. The assistant secretary shall, in the absence of the secretary or in the event of his inability or refusal to act, perform the duties and

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<sup>5</sup> Modified by amendment December, 2001.

exercise the powers of the secretary and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.<sup>6</sup>

Section 9. Treasurer and Assistants. The treasurer or the designated assistant, subject to the approval of the board shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors. The treasurer shall disburse the funds of the corporation as may be ordered by the board of directors, taking proper vouchers for such disbursements, and shall render to the CEO, president and the board of directors, at its regular meetings, or when the board of directors so requires, an account of all transactions as treasurer and of the financial condition of the corporation. If required by the board of directors, the treasurer shall furnish a bond in such sum and with such surety as shall be satisfactory to the board of directors for the faithful performance of the duties of his office. The assistant treasurer shall, in the absence of the treasurer or in the event of his inability or refusal to act, perform the duties and exercise the powers of the treasurer and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.<sup>7</sup>

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<sup>6</sup> Modified by amendment December, 2001.

<sup>7</sup> Modified by amendment December, 2001.

Section 10. The Officers will not be salaried or otherwise compensated by the Corporation other than by reimbursement for reasonable expenses incurred on behalf of the Corporation in fulfilling the duties of an Officer of the Corporation.<sup>8</sup>

## ARTICLE VI

### MISCELLANEOUS

Section 1. Management and Staff. The board of directors along with the officers will hire or contract for the management and staff necessary to run the daily operations of the cemetery. This may include, but is not be limited to, a general manager and assistants, a superintendent and assistants, a foreman and grounds keepers, and or consultants, a PEO (professional employment organization)and other contractors as may be deemed necessary.<sup>9</sup>

Section 2. Checks. All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the board of directors may from time to time designate.

Section 3. Seal. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words “Corporate Seal, Virginia.” The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

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<sup>8</sup> Section 9 incorporated by amendment June 1980.

<sup>9</sup> Section 1 incorporated by amendment December, 2001.

## ARTICLE VII

### AMENDMENTS

These bylaws may be amended by a majority vote of the board of directors at any regular or special meeting provided that a quorum is present at any such meeting, and provided that such proposed amendment is contained in the notice of such meeting.