

September 14, 2017 (as amended by the Proprietors at the Annual Meeting)

THE PROPRIETORS OF THE CEMETERY OF MOUNT AUBURN

BYLAWS

ARTICLE I MEMBERSHIP AND SEAL

Proprietors of lots of a size not less than one hundred square feet each are members of the Proprietors of the Cemetery of Mount Auburn (the "Corporation"), and only they, or representatives of such lots legally designated, are entitled to vote at its meetings. The common seal now in use shall remain the common seal until otherwise ordered by the Corporation.

ARTICLE II OFFICERS

The officers of the Corporation shall be the Trustees, a President, a Treasurer, a Secretary and such other officers as the Trustees may elect. The Trustees may elect a Chair from among their members. In case of the absence for any cause of the Chair, if any, or of the President, Treasurer or Secretary, the Trustees may choose another Trustee to perform his or her duties while such absence continues.

ARTICLE III MEETINGS

The Annual Meeting of the Corporation shall be held each year at the Corporation's office in Cambridge or at such other place in the Commonwealth as the Trustees shall designate, on such day and at such hour as the Trustees shall determine. Twenty-five members, present in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of the Corporation. Special meetings may be called by the Trustees whenever they may be deemed expedient; and they shall be called by the Secretary upon the written request of not less than twenty members of the Corporation. All votes may be cast by proxy. No member of the Corporation shall, in his individual right, be entitled to more than one vote at any meeting of the Corporation.

The Secretary shall give notice of annual and special meetings of the Corporation by sending by mail, or otherwise, to each member of the Corporation whose place of residence or business shall be known to him, a printed or electronic notice thereof, seven days before the time of such meeting.

ARTICLE IV TRUSTEES

Subject to the statutory requirement that there be no fewer than eight nor more than twenty-five Trustees, the number of Trustees constituting the board shall be determined at each Annual Meeting of the Corporation, and such determination shall remain in effect until the next Annual Meeting, except that subject to the maximum limit imposed by statute the Trustees may, between Annual Meetings of the Corporation, increase the number of Trustees constituting the board until the next Annual Meeting and elect Trustees to serve until the next annual meeting to fill the vacancies so created. In addition, the Trustees may elect a Trustee to serve until the next Annual Meeting to fill any vacancy arising from the death or resignation of a Trustee.

The number of Trustees to be elected at each Annual Meeting of the Corporation shall equal the number of Trustees whose terms expire at that meeting, increased by any increase in the number of Trustees constituting the board, as determined at that meeting, or reduced by any decrease in such number, as so determined.

Each Trustee elected at an Annual Meeting of the Corporation shall serve for a term of four years, or for such shorter term as may be determined at that meeting. No Trustee shall be elected to more than three consecutive four-year terms (12 years), beginning with elections occurring in 2012. After one year off the board, however, an individual shall be eligible for re-election as a Trustee upon the recommendation of the Nominating Committee and approval by the board. No Trustee shall serve beyond the Annual Meeting next following his or her 75th birthday; provided, however, that a Trustee who has reached the age of 75 may be elected for additional one-year terms upon the recommendation of the Nominating Committee and approval by the board. Insofar as practicable, the number of Trustees constituting the board and the terms of office of Trustees shall be determined so that the terms of office of Trustees constituting approximately one-fourth of the board shall expire at each Annual Meeting of the Corporation.

A person need not be a member of the Corporation or have a right of burial in the Cemetery to be eligible for the office of Trustee. Candidates for the election to the office of Trustee at the Annual Meeting of the Corporation may be nominated by any member of the Corporation and by the Trustees.

No Trustee, except the President, shall receive any salary for services while in office.

Stated meetings of the Trustees shall be held as often as once a month. Special meetings may be called by the Chair, if any, or by the President at any time, and shall be called by the Secretary at the written request of two Trustees. A majority of the Trustees then in office shall constitute a quorum for the transaction of business. The Chair, if any, or, if none, the President shall preside at all meetings of the Proprietors and Trustees. Trustees may participate in Trustee meetings and members of any Standing or ad hoc committee may participate in any committee meeting by means of conference telephone or other communication equipment by means of which all persons participating in the meeting can hear each other, and participation by such means shall constitute presence in person at such meeting. Any action taken by the Trustees or any committee may be taken without a meeting if all the Trustees or the committee members consent to the action in writing and the written consents are filed with the records of the meetings of the Trustees or the committee. Such consents shall be treated for all purposes as votes at a meeting.

At the first stated meeting of the Trustees after the Annual Meeting of the Corporation in each year, or at any adjournment thereof, the Trustees may choose one of their number to be the Chair of the Trustees and shall choose one of their number to be President, who shall also be the President of the Corporation, and shall also choose a Secretary and a Treasurer, who shall be respectively Secretary and Treasurer of the Corporation.

The Trustees shall make a report to the Annual Meeting of the Corporation. The said Trustees shall have the general management, superintendence and care of the property, expenditures, business and prudential concerns of the Corporation, and of the sales of lots in the Cemetery, and shall have and are hereby invested with all the powers in the management of the affairs of the Corporation which the Corporation itself possesses, not incompatible with the provisions of these Bylaws and the laws of the Commonwealth. Subject to the laws of the Commonwealth, they may delegate such of said powers to such of the officers of the Corporation as they shall see fit, or to such committees as they shall see fit.

The Trustees may establish and appoint the members of such standing committees or ad hoc committees of the Trustees as they see fit. Committees shall have such duties and responsibilities as the Trustees may specify, provided that no committee may be delegated any power of the Trustees that is not delegable under the laws of the Commonwealth. The Trustees shall appoint the chairs of all committees, after consultation with the Chair, if any, and with the President. No committee shall consist of fewer than three Trustees. Committees may include advisory members who are not Trustees. Any committee created by the Trustees may be terminated by them at any time.

ARTICLE V THE PRESIDENT

The President shall be the chief executive officer of the Corporation and, subject to the control of the Trustees, shall direct and regulate its affairs and shall perform the duties usually appertaining to his office.

ARTICLE VI THE TREASURER

The Treasurer shall oversee the management of the financial affairs of the Corporation and its investments. The Trustees may authorize the Treasurer and other officers or members of the staff to sell, transfer and deliver any securities, mortgages or other intangible personal property of the Corporation; to invest and reinvest the funds of the Corporation in accordance with the investment policy approved by the Trustees, and to execute any contracts and instruments relating thereto. The Treasurer, with the approval of the Trustees, may delegate any of his or her duties to the President or other members of the staff. The Treasurer shall make an annual report to the Trustees which shall be laid before the Annual Meeting of the Corporation and shall make periodic reports on the financial affairs of the Cemetery to the Trustees. He shall perform such other duties pertaining to the affairs of the Corporation as the Trustees may prescribe and shall be at all times subject to the control and direction of the Trustees.

ARTICLE VII
THE SECRETARY

The Secretary shall send notice of meetings of the Corporation and of the Trustees and shall keep a faithful record of all meetings. The Secretary shall be subject to the control and direction of the Trustees and shall perform such duties pertaining to the affairs of the Corporation as the Trustees may prescribe.

ARTICLE VIII
PERMANENT FUND

The Permanent Fund of the Corporation shall be invested under the direction of the Investment Committee subject to the approval and control of the Trustees. The principal of this Fund shall not be used for any of the purposes of the Corporation. There shall be added to the principal each year from the proceeds of the sale of lots such sum as the Trustees shall direct. The income of the Fund may be used for the care, preservation, improvement, enlargement and keeping in order of the Cemetery and its appurtenances, to the payment of salaries, and to the other expenses of the Corporation.

ARTICLE IX
TRUST FUND

The Trustees may, subject to such regulations as they may make from time to time, receive in trust any sum of money, the income of which shall be appropriated to the care of a lot, according to the terms of the trust. The Trustees may also authorize the making of contracts for the perpetual care of lots upon the payment of such a sum as the President shall deem sufficient for that purpose, subject to such regulations as they may make from time to time. All such sums shall collectively constitute a separate fund, called the "Trust Fund", and shall be invested in the same way in which the Permanent Fund may be invested as provided in Article VIII.

ARTICLE X
RECONVEYANCE IN TRUST

A proprietor who shall have contracted with the Corporation for the perpetual care of his lot may, with the consent of the President, reconvey such lot to the Corporation in trust, to hold the same forever for the uses and trusts expressed in such deed of reconveyance.

ARTICLE XI
CONDEMNATION OF LOTS

Whenever any lot in the Cemetery which is not under perpetual care, or any structure on such lot, is neglected, or is in such condition that, in the opinion of the Trustees, the general appearance of the Cemetery is impaired thereby, the Trustees may condemn such lot, and the Secretary shall at once notify the owner or representative of such lot of such condemnation. If the neglect continues, or if the lot or any structure on the lot is not put in condition satisfactory to the Trustees within three months from the time when the owner or representative is notified, the Trustees, by their officers and agents, may put the lot and structures thereon in proper condition and may remove any structure which is out of repair, and the owner or owners of the lot shall be liable to the Corporation for the cost thereof.

ARTICLE XII
RESERVED SPACES

The following described spaces within the Cemetery of Mount Auburn shall be forever kept open; and no interments shall ever be made therein, nor buildings nor monuments of any description be erected thereon:

First: The space near the front gate or entrance, bounded as follows: beginning at a point in the front fence one hundred and fifty feet west of the western stone obelisk, thence running at right angles with said fence in a southerly direction to the southerly side of Pine Avenue, being about fifty-five feet; thence easterly in a line parallel to said fence until it intersects a line drawn from a point in said fence one hundred and fifty feet east of the eastern stone obelisk, and at right angles therewith; thence northerly by the said line so drawn at right angles with said fence, to the said point in said fence one hundred and fifty feet east of the eastern stone obelisk; and thence in a straight line to the place of beginning;

Second: A space or passageway not less than twenty feet wide on the east, north, and west sides of Bigelow Chapel; the said twenty feet to be measured from the outer faces of the original stone buttresses;

Third: All that space in front of Bigelow Chapel bounded by Chapel and Pine Avenues, Peony Path, and a line parallel to the front of the said Chapel and distant one hundred and thirty feet southerly from the outer faces of the two original corner stone buttresses thereof;

Fourth: The whole space adjacent to and surrounding the tower, now enclosed by the circular or oval part of Mountain Avenue;

Fifth: All the space included within the present shore line of Auburn Lake and all land within the inner edges of the avenues or paths;

Sixth: All the land included within the circular part of Lawn Avenue now known as the Asa Gray Garden;

Seventh: All the space included within the present shore line of Willow Pond, together with all the land between said shore line and the inner edges of the present encircling portion of Azalea Path;

Eighth: All the space included within the present shore line of Halcyon Lake, together with all the land between said shore line and the inner edges of Cuphea and Kingfisher paths on the east and south and, as to the remainder of the perimeter of the said lake on the west and north, all the land between said shore line and line extending twenty feet inland therefrom or to the shoreward boundaries of existing lots in case such lots are less than twenty feet from the said shore line;

Ninth: All of the sloping bank on the southerly side of Mound Avenue between said avenue and Anemone Path; provided, however, that additions to Bigelow Chapel may be erected in the reserved space described under Second above.

ARTICLE XIII INDEMNIFICATION, CONTRACTS

Each person who has served, serves or shall serve at any time as a Trustee, Director, officer, employee or agent of the Corporation or at its request as a member of a committee authorized by these By-Laws or a Trustee, Director, officer, employee or other agent of another organization in which the Corporation has an interest, shall to the extent permitted by law and without prejudice to any other rights he or she might have, be entitled to be reimbursed by the Corporation for, and indemnified by the Corporation against, all costs and expenses reasonably incurred by him or her in connection with or arising out of any claims made, or any action, suit or proceeding threatened or brought against him or her, or in which he or she may be involved as a party or otherwise (other than claims by the Corporation itself), by reason of any action alleged to have been taken or omitted by him or her as such Trustee, Director, officer, employee, agent, or committee member, whether or not he or she continues to be such Trustee, Director, officer, employee, agent or committee member at the time of incurring such costs and expenses, including the amount paid or incurred by him or her in connection with reasonable settlements (other than amounts paid to the Corporation itself) so indemnified in relation to any matter which has been made the subject of a settlement, except with the approval of a court of competent jurisdiction or of a disinterested majority of the Trustees then in office. Any rights to reimbursement and indemnification granted under this Article to any such Trustee, Director, officer, employee, agent or committee member shall extend to his or her heirs, executors and administrators. No such reimbursement or indemnification shall be provided for any person with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Corporation. Reimbursement or indemnification hereunder may at the discretion of the Trustees include payment by the Corporation of costs and expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated not to be entitled to indemnification hereunder. Nothing herein contained is intended to, or shall prevent a settlement by the Corporation prior to final adjudication of any claim, including claims for reimbursement or indemnification under this Article, against the Corporation when such settlement appears to be in the best interest of the Corporation. The provisions of this Article shall be binding on the Corporation to the same extent as if they were agreed to in a written contract between the Corporation and each person for whom indemnification or reimbursement is provided in this Article. No Trustee or officer of the Corporation shall be liable to anyone for making any determination as to the existence or absence of liability of the Corporation hereunder or for making or refusing to make any payment hereunder in reliance upon advice of counsel.

Trustees of the Corporation may be connected with other corporations with which from time to time this Corporation has business dealings. No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall be affected by the fact that a Trustee of this Corporation is pecuniarily or otherwise interested in or is a Director, Trustee or officer of such other corporation. In the absence of fraud, any Trustee, officer or member of this Corporation, individually, or any firm in which such Trustee, officer or member may have an interest, may be a party to or may be pecuniarily or otherwise interested in, any contract or transaction to which this Corporation is a party, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Trustees or to a majority thereof. With respect to any profit or benefit realized on any such contract or transaction, no such Trustee, officer, or member shall be liable to account to the Corporation. Any such Trustee may be counted in determining the existence of a quorum at any meeting of the Board of Trustees and may validly vote for the purpose of authorizing, approving or ratifying any such contract or transaction.

ARTICLE XIV AMENDMENTS

These Bylaws may be altered or amended at any legal meeting of the Proprietors, provided notice is given in the call for the meeting that an alteration or amendment of the Bylaws will be proposed, with the nature of the proposed alteration or amendment.