

June 13, 2019 (as amended by the Board of Trustees to be recommended to the Proprietors at the Annual Meeting on September 19, 2019)

## THE PROPRIETORS OF THE CEMETERY OF MOUNT AUBURN

### BYLAWS

#### 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.~~ Every officer of the Corporation, including, without limitation, the President, Secretary and Treasurer, shall be a Trustee.

The Trustees may elect a Chair from among their members to serve a three-year term. The Trustees may re-elect the Chair to serve one additional consecutive term, with the length of such additional term as determined by the Trustees, but not to exceed three (3) years. No Chair shall serve for more than six (6) years.

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.

[Moved from Article IV]

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.

#### 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 or more years off the board, however, an individual shall be eligible for re-election as a Trustee for one additional four-year term upon the recommendation of the Governance and Nominating Committee and approval by the board. No Trustee shall serve for more than sixteen (16) years, beyond the Annual Meeting next following his or her 75<sup>th</sup> 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.

### [Moved to Article III]

~~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.