

By-Laws

and

Rules of Procedure

**Raleigh City Cemeteries Preservation, Inc.,
a North Carolina nonprofit corporation**

Incorporated May 17, 2007

ARTICLE I - PURPOSES AND OFFICES

1. PURPOSES

The name of the non-profit corporation (“Corporation”) is Raleigh City Cemeteries Preservation, Inc. The purposes for which the Corporation is organized are to operate and function as a historic preservation group in all of its charitable, religious, scientific, and educational dimensions, with its purposes being to assist in the promotion, preservation, and restoration of city owned cemeteries and assist with programs to enhance education and heritage tourism in Raleigh, North Carolina. It is a charitable corporation as defined in the North Carolina Nonprofit Corporation Act, Chapter 55A of the North Carolina General Statutes (the “Act”), and is organized exclusively for charitable and educational purposes, and not for the private gain of any person. It shall operate in a manner consistent with the Act, the North Carolina General Statutes, and with Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 and any successor provisions.

2. OFFICES

The principal office of the Corporation shall be located in the County of Wake, State of North Carolina.

ARTICLE II-MEMBERS

1. ELIGIBILITY

Any person, family, governmental or business (for profit or non-profit) entity in sympathy with the objects and purposes for which the Corporation is organized shall be eligible for membership, and said persons or business entities may apply for membership in this Corporation by completing the prescribed membership form and submitting it, along with the applicable annual dues, to an Officer of the Corporation or a member of the Corporation’s Board of Directors, who shall in turn remit the membership request to the Secretary of the Corporation. The Secretary of the Corporation, upon receipt of said written request accompanied by the applicable annual dues, shall inscribe upon the membership books of the Corporation, as a Member of said Corporation, the name of said person or entity making the request.

2. CATEGORIES OF MEMBERSHIP AND DUES

Categories of membership are in the discretion of, and shall be determined by, the Board of Directors. The Board of Directors shall establish the rate of annual membership dues for each membership category, and the benefits, if any, extended to each membership category.

3. ANNUAL MEETING

The annual meeting of the Members shall be held at a time and place designated by the Board of Directors, for the purpose of transacting any business that may come before the Members, and for such other purposes as may be determined by the Board of Directors in its discretion.

4. SPECIAL MEETINGS

Special meetings of the Members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Board of Directors, and must be called by the Board of Directors upon the written request of twenty five percent (25%) of the members of the Corporation.

5. LOCATION OF MEETING

Only the Board of Directors may establish the place for the annual or special meetings of the Members or regular or special meetings of the Board of Directors. The Board of Directors may designate any place within Wake County, North Carolina, unless otherwise prescribed by statute, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors on its own initiative or upon the written request of twenty-five percent (25%) of the Members of the Corporation.

6. NOTICE OF MEETING

Written or printed notice stating the place, day, and the hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than thirty (30) days before the date of the meeting, either personally or by electronic mail or U.S. Mail, by or at the direction of the Board of Directors, to each member of the Corporation. If mailed by U.S. Mail, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Member at his last known address, with postage thereon prepaid. If sent by electronic mail, such notice shall be deemed delivered upon the date the electronic mailing is transmitted to the Member at the email address provided on his membership form.

7. CLOSING OF MEMBERSHIP BOOKS AND FIXING OF RECORD DATE

For the purpose of determining those Members entitled to notice of or to vote at any meeting of Members or any adjournment thereof, or in order to make a determination of Members for any other proper purpose, the Board of Directors of the Corporation may provide that the membership books shall be closed for a stated period, but not to exceed in any case ten (10) days. If the membership books shall be closed for the purpose of determining Members entitled to notice of or to vote at a meeting of the members, such

books shall be closed for at least ten (10) days immediately preceding such meeting. In lieu of closing the membership books, the Board of Directors may fix in advance a date as the record date for any such determination of membership, such date in any case to be not more than ten (10) days, and in case of a meeting of members, not less than ten (10) days prior to the date on which the particular action requiring such determination of members is to be taken. If the membership books are not closed and no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, the date on which notice of the meeting is mailed shall be the record date for such determination of membership. When a determination of Members entitled to vote at any meeting of Members had been made as provided in this section, such determination shall apply to any adjournment thereof.

8. QUORUM

A quorum shall be those Members present at any membership meeting for which proper notice was given. The Chair shall declare a quorum at the commencement of the meeting.

9. VOTING

Each Member entitled to vote in accordance with the terms and provisions of the Articles of Incorporation and these By-Laws shall be entitled to one vote in person. No Member shall be entitled to vote by proxy.

10. MANNER OF ACTING

A majority of the votes cast on a matter to be voted on by the Members present at a duly constituted meeting shall be necessary for the adoption thereof unless a greater proportion is required by law or these By-laws.

11. ORDER OF BUSINESS

The order of business of all annual meetings of the Members shall be determined by the Board of Directors prior to or at the time of the meeting.

ARTICLE III – BOARD OF DIRECTORS

1. POWERS AND DUTIES

The business and affairs of the Corporation shall be managed by its Board of Directors. The Directors shall in all cases act as a board, and they may exercise all powers of the Corporation and adopt such rules and regulations for the conduct of their meetings and

the management of the corporation, as they may deem proper, not inconsistent with the Articles of Incorporation, these By-Laws and the laws of the State of North Carolina.

2. NUMBER, TENURE AND QUALIFICATIONS

The Board of Directors shall consist of eighteen (18) voting Directors inclusive of the Officers. All directors shall be members in good standing of the Corporation. The Board of Directors shall serve a term of three (3) years with six Director's terms expiring on January 1, 2019, six Director's terms expiring January 1, 2020, and six Director's terms expiring January 1, 2021. Beginning in 2018, and continuing each year thereafter, six new Directors will be elected each year for a new three year term.

3. ELECTION OF DIRECTORS.

Directors shall be elected at any annual or special meeting of the Board of Directors by a vote of a majority of the directors then in office.

4. REGULAR MEETINGS

The Board shall establish a schedule for regular meetings at its initial meeting. Reminders and routine notices and correspondence may be transmitted to and among Board members by electronic mail.

5. SPECIAL MEETINGS

Special meetings of the Directors may be called by or at the request of any three (3) Directors. The Chair shall designate any place in Wake County for holding any special meeting of the Directors.

6. NOTICE OF MEETING

Written or printed notice stating the place, day, and the hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than thirty (30) days before the date of the meeting, either personally or by electronic mail or U.S. Mail, by or at the direction of the Board of Directors, to each member of the Corporation. If mailed by U.S. Mail, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Member at his last known address, with postage thereon prepaid. If sent by electronic mail, such notice shall be deemed delivered upon the date the electronic mailing is transmitted to the Member at the email address provided on his membership form. The attendance of a Director at a meeting shall constitute waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

7. QUORUM

At any meeting of the Board of Directors seven (7) Directors shall constitute a quorum for the transaction of business, but if less than said number is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

8. MANNER OF ACTING

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

9. ALTERNATIVE ACTION

Any action required by law to be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Board members with respect to the subject matter thereof and filed with the Secretary of the Corporation as part of the corporate records, whether done before or after the action so taken. Meetings may also be held in a form other than physical presence, such as conference calls, teleconferences or by electronic mail. Any action which may be taken at a meeting of the Board of Directors may be conducted by mail ballot (including electronic mail) in such manner as the Board of Directors may by resolution determine.

10. CHAIRMAN OF THE BOARD

There shall be a Chairman and Vice-Chairman of the Board of Directors elected by the directors from their number at any meeting of the Board of Directors. The Chairman, or in his absence the Vice-Chairman, shall preside at all meetings of the Board of Directors, and each shall perform such other duties as may be directed by the Board of Directors. The Chairman and Vice-Chairman shall be officers of the Corporation.

11. ORDER OF BUSINESS

The Chair shall fix the order of business of all meetings prior to or at the time of the meeting.

12. NEWLY CREATED DIRECTORSHIPS AND VACANCIES

Newly created directorships resulting from an increase in the number of Directors, and vacancies occurring in the board for any reason may be filled by a vote of a majority of the Directors then in office, although less than a quorum exists. Vacancies shall be filled in the discretion of the board. A Director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold the office for the unexpired term of the predecessor.

13. REMOVAL OF DIRECTORS

Any or all of the Directors may be removed for cause by vote of a majority of the Directors.

14. RESIGNATION

A Director may resign at any time by giving written notice to the Board of Directors or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board, and the acceptance of the resignation shall not be necessary to make it effective.

15. COMPENSATION

No compensation shall be paid to any Director. No Director shall be employed by the Corporation or benefit financially from any action taken by the Board of Directors.

16. PRESUMPTION OF ASSENT

A Director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the Director's dissent shall be entered in the minutes of the meeting or unless the Director shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE IV-OFFICERS

1. NUMBER OF OFFICERS

The Officers of the Corporation shall be a Chair, a Vice-Chair, a President, a Secretary and a Treasurer, each of whom shall be elected from and by the Board of Directors.

2. ELECTION AND TERM OF OFFICE

The Officers shall be elected by the Board of Directors from among its membership at its first meeting in January of each year. Each Officer shall hold office for a term of one (1) year or until a successor shall have been duly elected and shall have qualified or until death, resignation, or removal in the manner hereinafter provided.

3. REMOVAL OF OFFICERS

Any or all of the Officers may be removed for cause by vote of a majority of the Board of Directors. Officers may be removed without cause only by a three-fourths vote of the total members of the Board of Directors.

4. VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Directors for the unexpired portion of the term.

5. PRESIDENT

The President shall be the chief executive officer of the Corporation and shall be primarily responsible for the implementation of policies of the Board of Directors. He shall have authority over the general management of the Corporation in accordance with these Bylaws, subject only to the ultimate authority of the Board of Directors. He may sign and execute instruments in the name of the Corporation except in cases where the signing and the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation or shall be required by law otherwise to be signed or executed. In addition, he shall perform all duties incident to the office of the President and such other duties as from time to time may be assigned to him by the Board of Directors

6. VICE-PRESIDENTS

Each Vice-President, if any, shall have such powers and duties as may from time to time be assigned to him by the Board of Directors. Any Vice-President may sign and execute in the name of the Corporation instruments authorized by the Board of Directors, except where the signing and execution of such documents shall be expressly delegated by the Board of Directors or the President to some other officer or agent of the Corporation or shall be required by law otherwise to be signed or executed. In the absence of the President or in the event of his death, inability, or refusal to act, the Vice-Presidents in the order of their length of service as Vice-Presidents, unless otherwise determined by the Board of Directors, 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.

7. SECRETARY

The Secretary shall record all votes and keep the minutes of all proceedings, shall have custody and be charged with the safekeeping of all records, papers, documents, and books of the Corporation, and of the Board of Directors, shall serve all notices required either by law or by the By-Laws of this Corporation, shall be the custodian of the common seal and attest the same when affixed by order of the Board of Directors, shall keep and maintain at all times a current list of the Members of this Corporation in accordance with the By-Laws, and shall in general perform all duties incident to the

office of Secretary and such other duties as may, from time to time, be assigned by the Chair or the Board of Directors.

8. TREASURER

If required by the Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall collect, receive, acknowledge and hold all monies, including but not limited to, contributions and dues, for the Corporation, shall sign checks of the Corporation, shall endorse and collect all checks and negotiable instruments payable to the Corporation, shall keep full and accurate accounts of the receipts and disbursements of the Corporation, and shall render a full account thereof at each annual meeting of the Members and at each regular meeting of the Board of Directors, and shall in general perform all duties incident to the office of Treasurer and such other duties as may, from time to time, be assigned by the Chair or the Board of Directors.

9. COMPENSATION

No compensation shall be paid to any Officer of the Corporation. No Officer shall be employed by the Corporation or benefit financially from any action taken by the Board of Directors, any Officer or any committee established by the Board of Directors.

ARTICLE V-COMMITTEES

1. EXECUTIVE COMMITTEE

The Board of Directors may establish an Executive Committee which shall consist of the chair, vice-chair, secretary, and treasurer of the corporation; the immediate past chair of the corporation; and two (2) members of the Board of Directors who shall be chosen to serve by the Board of Directors annually. The Executive Committee shall have the power to act for the Board of Directors between regularly scheduled meetings of the Board Directors.

2. MISCELLANEOUS COMMITTEES

The Board of Directors may establish such other committees, including a nominating committee as it deems necessary in its discretion to carry out the work of the Corporation.

3. COMPENSATION

No compensation shall be paid to any committee member. No committee member shall be employed by the Corporation or benefit financially from any action taken by any

committee, officer, or by the Board of Directors.

ARTICLE VI – BOARD OF ADVISERS

An unlimited number of Advisers shall be elected by consensus of the Board of Directors and shall serve solely as technical Advisers. Advisers shall have no voting rights and shall serve at the discretion of the Board of Directors. Advisers shall be entitled to attend all Board and committee meetings but shall not be counted for determination of quorum. No Adviser shall receive any compensation nor be employed by the Corporation.

ARTICLE VII – SEAL

The Board of Directors may provide a corporate seal which may be circular in form and may have inscribed thereon the name of the corporation, the state of incorporation, year of incorporation, and the words "Corporate Seal".

ARTICLE VIII – EXECUTION OF DOCUMENTS

All documents shall be executed in the manner required by the Act.

ARTICLE IX – INDEMNIFICATION OF OFFICERS AND DIRECTORS

No Officer or Director shall be personally liable for any obligations of the Corporation or for any duties or obligations arising out of any acts or conduct of said Officer or Director performed for or on behalf of the Corporation. The Corporation shall and does hereby indemnify and hold harmless each person and his heirs and administrators who shall serve at any time hereafter as a Director or Officer of the Corporation from and against any and all claims, judgments, and liabilities to which such persons shall become subject by reason of his having heretofore or hereafter been a Director or Officer of the Corporation or by reason of any action alleged to have heretofore or hereafter been taken or omitted to have been taken by him as such Officer or Director, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability, including power to defend such person from all suits or claims as provided for under the provisions of the Act; provided however, that no such person shall be indemnified against or be reimbursed for any expenses incurred in connection with any claim or liability arising out of his or her own gross negligence or willful misconduct. The rights accruing to any person under the foregoing provisions of this section shall not exclude any other right to which he may lawfully be entitled, nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case, even though not specifically herein provided for. The Corporation, its Directors, Officers, employees and agents shall be fully

protected in taking any action or making any payment, or in refusing so to do in reliance upon the advice of counsel.

ARTICLE X – RULES OF ORDER

The Rules of Order contained in the latest edition of Robert's Rules of Order shall govern the meetings of the Board of Directors, Executive Committee, Nominating Committee, any other committees, and meetings of the Members unless otherwise provided by these By-Laws.

ARTICLE XI - AMENDMENTS

These By-Laws may be altered, amended, or repealed, and new By-Laws may be adopted by a majority vote of the Board of Directors at any regular or specially-called meeting.

ARTICLE XII – DISSOLUTION AND DISTRIBUTION OF ASSETS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Members, Directors, Advisers, Officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth herein. The Corporation may be dissolved and its assets and liabilities liquidated in the manner provided for in the Corporation's Articles of Incorporation.

ARTICLE XIII – PROHIBITION OF PERSONAL LIABILITY

No person who is now or later becomes a Director of the Corporation shall be personally liable for any indebtedness or liability or obligation of the Corporation, and any and all creditors of the Corporation shall look only to the assets or security of the Corporation for payment.

XIV – CONFLICT OF INTEREST

The Board of Directors shall adopt a Conflict of Interest Policy and shall review it from time to time.