

ORR'S ISLAND CEMETERY ASSOCIATION, INC.

BYLAWS

Adopted:	September 23, 1949
Revised:	October 20, 1985
Revised:	August 30, 2015

ARTICLE 1.0 BACKGROUND

The cemetery was founded in 1838 by Deacon William and Frances Orr with the gift of one-third acre of land to the Island community. The parcel was located near the present Orr's Island Meeting House at 1579 Harpswell Islands Road. In years since, adjacent owners have deeded several other parcels to the Association. At present, the cemetery consists of five burial sections, land available for future development, and an open space parcel comprising in total 3.5 acres.

The Orr's Island Cemetery Association, Inc. ("Association") was formed at Orr's Island, Town of Harpswell, Maine on September 23, 1948 by ten residents of the Island community. A Certificate of Organization of a Corporation Under The General Law was recorded in the Cumberland County Registry of Deeds on October 26, 1948 in Book 73, Page 250. The Certificate was filed at the Office of the Secretary of State on October 29, 1948. On that date, the Association became duly organized as a Maine Non-Profit Corporation Without Capital Stock.

The Association's application for tax-exempt status under Section 501 (c)(13) of the Internal Revenue Code was approved by the Internal Revenue Service, Department of Treasury on August 8, 2014.

ARTICLE 2.0 MISSION

The mission of the Association is to provide in perpetuity a hallowed final resting place for members of the Association, their heirs and assigns.

ARTICLE 3.0 PURPOSE OF BYLAWS

The purpose of these bylaws is to establish guidelines for the governance of the Association and the fulfillment of its mission.

ARTICLE 4.0 CHANGES TO BYLAWS

At adoption, these Bylaws will supersede existing Bylaws. Bylaws may be amended by Trustees at an Annual Meeting or at a Special Meeting convened for the express purpose of discussing and voting on Bylaw issues. A minimum of 14 days prior written notice sent by US Mail or by confirmed electronic delivery will be given to Trustees, together with details of the date, time and location of the meeting to be held at Orr's Island.

A vote of two-thirds of elected Trustees will be required to make any changes to Bylaws. Trustees unable to attend and vote in person may do so by written instructions given to the Secretary of the Association who shall serve as a proxy for such Trustees.

A notice of changes to Bylaws shall be sent to members of the Association immediately following their adoption. The changes shall take effect 14 days after notice is sent by US Mail or confirmed electronic delivery.

ARTICLE 5.0 MEMBERSHIP

Membership in the Association shall be to individuals and families voted into membership by a simple majority of elected Trustees.

To be eligible for membership, applicants shall be:

- (i) Residents of Orr's Island for a minimum period of two years with expectations of continuing year-round residency; or
- (ii) Non-residents with long-standing family ties to the Orr's Island

community; or

- (iii) Seasonal residents of Orr's Island for a period of at least four consecutive years with expectations of continuing seasonal or year-round residency; or
- (iv) United States military veterans with ties to the Island community or residents of the Town of Harpswell.
- (v) Individuals or families not otherwise eligible but offering compelling reasons acceptable to a two-thirds majority of Trustees shall be eligible for membership.

ARTICLE 6.0 MEMBERSHIP DUES AND FEES

Members shall pay to the Association an initial membership fee and, thereafter, annual dues in amounts adopted by the Association's Trustees from time to time.

ARTICLE 7.0 VOTING ELIGIBILITY

Members in good standing (i) in the payment of fees, dues and any other valid amount then owed to the Association; and (ii) not otherwise in violation of Association Rules, Regulations and Bylaws shall be eligible to vote for election of Trustees and other business of the Association requiring membership participation and approval.

ARTICLE 8.0 VOTING MEMBERS

Only one vote of each eligible individual or nuclear family shall be counted in the voting of Association business.

At approval of each family membership, the family shall provide to the Secretary of the Association the name of the voting member of the family and, thereafter, of any change.

ARTICLE 9.0 BOARD OF TRUSTEES

Association members shall elect a Board of Trustees nominated by a Nominating Committee of the Association or from supplemental nominations offered from the floor at the Annual Meeting of the Association or at a Special Meeting called for the election of Trustees.

9.01 NUMBER AND ELIGIBILITY

The Board of Trustees shall consist of a minimum of nine and a maximum of 11 members.

Any member in good standing may be nominated to serve as a Trustee. However, only one member of a nuclear family shall be eligible to sit on the Board at any given time.

No member of the Association receiving a salary or regular compensation for services to the Association shall be eligible to serve as a Trustee.

9.02 MAJORITY VOTE

Election of Trustees shall be by a simple majority vote of eligible members present at the election meeting or voting by proxy.

9.03 TERMS AND COMPENSATION

The Board of Trustees shall be elected to staggered three-year terms, with approximately one-third of the Board being elected each year after the initial election. All Trustees shall serve without compensation.

9.04 REMOVAL AND REPLACEMENT

Trustees may be removed for cause by a simple majority vote of members present at an Annual Meeting or a Special Meeting called for the purpose of considering and voting on an action of removal.

At resignation, death, incapacity or removal of a Trustee, a successor may be elected by a simple majority vote of the Board of Trustees to serve until the next Annual Meeting of the Association or a Special Meeting called for election of Trustees.

ARTICLE 10.0 MEETINGS

The Annual Meeting of the Association shall take place each year on the first Saturday of October at a time and place at Orr's Island to be determined by the Board of Trustees. For sufficient cause, Trustees may select an alternative date. The Secretary shall provide timely notice of the Annual Meeting to all members and publish such notice in at least two local newspapers.

The Board of Trustees shall convene at the Annual Meeting and at Special Meetings called by its Chairman or upon written request of at least five members of the Board of Trustees.

Any Special Meeting requiring participation of members shall be noticed in the same manner as an Annual Meeting. Otherwise, only Trustees shall attend Special Meetings.

Immediately following adjournment of each Annual Meeting, the Board of Trustees shall meet and elect by simple majority vote a Chairman and other officers of the Association to serve for one-year terms.

10.01 QUORUM

A simple majority of elected Trustees shall be deemed a quorum. A quorum will be necessary for the Board of Trustees to conduct official business or to vote on any matter.

10.02 CONDUCT

Roberts Rules of Order shall be used as a general guideline for the orderly conduct of all Association meetings.

At the discretion of the Board of Trustees, an insurance policy shall be obtained, protecting Trustees from non-willful errors and omissions that occur during their service to the Association.

ARTICLE 11.0 NOMINATING COMMITTEE

It shall consist of three to five members of the Association elected each year by Trustees to nominate members to serve as Trustees and Officers of the Association. Election of Trustees shall take place at the Annual Meeting. Election of Officers shall take place at a subsequent meeting of Trustees.

ARTICLE 12.0 ASSOCIATION OFFICERS

12.01 CHAIRMAN

A Chairman of the Board shall be elected annually by Association Members. He or she shall preside at the Annual Meeting of Members and at Special Meetings of Trustees; call and set the agenda for all meetings in consultation with other Association officers; work with members, Trustees and others in fulfillment of the Association's mission.

The Chairman shall not vote on Association business, except in the case of a tie vote among other Trustees.

12.02 PRESIDENT

A President shall be elected each year by the Board of Trustees. He or she shall be the managing executive of the Association in charge of its corporate affairs and business operations. In the absence of the Chairman, he or she shall serve as Chairman Pro Tem of Annual and Special meetings.

The President shall be a voting member of the Board of Trustees (except when serving as Chairman Pro Tem) and report to the Board.

He or she shall serve as the Chair of the Cemetery Management Committee.

12.03 SECRETARY/CLERK

A Secretary/Clerk shall be elected each year by the Board of Trustees. He or she shall keep minutes of Annual and Special meetings and meetings of the Cemetery Management Committee; witness and validate corporate actions of the Board of Trustees; maintain custody of the Association's corporate seal, vital records and documents; correspond as directed and required with Members, Trustees and the public-at-large. The Secretary/Clerk shall report to the President. He or she shall be a member of the Cemetery Management Committee.

12.04 TREASURER

A Treasurer shall be elected each year by the Board of Trustees to serve as the financial officer of the Association. He or she shall prepare annual budgets and financial reports; collect, deposit, disburse and invest funds derived from all Association activities and sources; arrange for an annual review of Association finances by an independent public accounting firm; send out annual membership dues statements and funding requests; provide periodic reports to Association Trustees and members. The Treasurer shall report to the President. He or she shall be a member of the Cemetery Management Committee.

12.05 SUPERINTENDENT

The Superintendent shall be elected annually by the Board of Trustees. He or she shall supervise the day-to-day operations of the cemetery and adjacent property. Other duties shall involve supervising the work of vendors and contractors engaged for the maintenance, repair and construction of the Association's cemetery, monuments, fences, walls, roads, stairs and open spaces; maintaining cemetery maps, burial right and interment records; coordinating burials with funeral directors, families and gravediggers; supervising the proper location and setting of monuments; obtaining bids for goods and services; meeting with active and prospective members of the Association seeking burial right information and assistance; preparation of annual budgets for cemetery maintenance, repairs and construction work. The Superintendent shall report to the President. He or she shall work closely with other officers, especially the Cemetery Program Supervisor in the maintenance of maps, burial rights, interment records and related documents. The Superintendent shall be a member of the Cemetery Management Committee.

12.06 CEMETERY MANAGEMENT PROGRAM SUPERVISOR

The CMP Supervisor shall be elected annually by the Board of Trustees. He or she shall keep the Association's computerized management program current and accurate based upon information provided by Association officers and other credible sources. The cemetery management program, currently licensed from Pontem

Software of Eaton Rapids, Michigan, shall contain digitized versions of cemetery maps, burial right ownership and interment records, photographs, cemetery rules and regulations and other records and information pertaining to the history, operation and management of the cemetery and the Association. The Supervisor shall report to the President and be a member of the Cemetery Management Committee.

ARTICLE 13.0 CEMETERY MANAGEMENT COMMITTEE

This Committee shall consist of the President, Secretary, Treasurer, Superintendent and CMP Supervisor. It shall meet at the call of the President, its Chair, to coordinate the business and operation of the Cemetery consistent with the mission of the Association and current authorizations of its Board of Trustees.

ARTICLE 14.0 COMPENSATION AND EXPENSES

No Trustee or Officer shall receive compensation for services to the Association.

ARTICLE 15.0 EXPENSES

Trustees and Officers shall be reimbursed for direct out-of-pocket expenses incurred in the conduct of their official duties when budgeted and authorized by the Board of Trustees and approved by the President.

The CMP Supervisor shall be reimbursed for costs associated with the maintenance of the Pontem Software Cemetery Management Program and a dedicated web site of the Association. Such costs shall be budgeted and approved by the Board of Trustees and thereafter disbursed upon review and approval of the President.

ARTICLE 16.0 RULES AND REGULATIONS

The Board of Trustees shall adopt and publish rules and regulations governing the use, maintenance, and operation of the cemetery. The rules and regulations shall provide, without limitation, guidance and protocols related to burial rights, interments, maintenance of grounds, grave monuments and markers, decorations and displays, grave opening periods, personal conduct within the cemetery, veterans graves, and perpetual care funds.

Rules and regulations shall be supplemented or amended, as deemed appropriate and prudent by a simple majority vote of the Board of Trustees.

ARTICLE 17.0 APPLICABLE LAWS

The Bylaws of the Association shall be in compliance with applicable local and state laws. Laws of the State of Maine shall govern the legal interpretation of Bylaws and Rules and Regulations.

The Board of Trustees and Officers of the Association shall take necessary action to preserve the Association's status as a State of Maine Public Non-Profit Corporation organized for charitable purposes and its tax-exempt status under Section 501 (c)(13) of the Internal Revenue Code.

ARTICLE 18.0 ADOPTION

These Bylaws of the Orr's Island Cemetery Association, Inc. were adopted by the undersigned Trustees of the Association at its Annual Meeting held at Orr's Island, Maine on August 30, 2015.

John E. Sylvester, Jr., Chairman

Blanche Graybill

Kenneth Graybill

Kirk Green

James D. Jones

Sharon Jones

David Mercier

Gerald Stilphen

Lorna Stilphen

Kathleen M. Sylvester

Kimberly Sylvester

Robert B. Sylvester

John R. Webster

Attachment: Organization Chart