

BY-LAWS OF WALNUT HILL Church CEMETERY ASSOCIATION, INC.

ARTICLE I OFFICES

1.1 **Principal Office.** The principal office of the corporation shall be set forth in the Articles of Incorporation, unless changed as provided by law.

1.2 **Registered Office.** The registered office of the corporation shall be as set forth in the Articles of Incorporation, unless changed as provided by law.

ARTICLE II

2.1 The Seal of the corporation shall have inscribed thereon the name of the Corporation, and the words "Kentucky" and "Seal," and shall be in such form as may be approved by the Board of Directors, which shall have the power to alter the same at pleasure.

ARTICLE III MEMBERSHIPS

3.1 All persons who are voting members of Walnut Hill Church pursuant to the By-Laws of the Walnut Hill Church, Inc., as may be amended from time to time, shall be members of this Corporation. Persons otherwise connected to Walnut Hill Church through family, the church community or previous church membership shall be permitted to request of the corporation the right to purchase burial privileges.

ARTICLE IV MEETING OF MEMBERS

4.1 **Annual Meeting.** This corporation shall have a meeting of the Members annually.

4.2 **Special Meetings.** Special meetings of the members may be called by the Board of Directors, the Board of Vestry or the Pastor of Walnut Hill Church or by 25% or more of the members at any time.

4.3 **Notice of Meeting.** Notice of the annual or special meeting shall be in accordance with the notice requirements of the By-Laws of Walnut Hill Church, Inc., as may be amended from time to time.

4.4 **Voting.** All voting rights of members and requirements of majority and quorum shall be in accordance with the By-Laws of Walnut Hill Church, Inc., as amended from time to time.

ARTICLE V DIRECTORS

5.1 **Board of Directors.** The Board of Directors is to be selected and organized as an entity separate and apart from the governing body of Walnut Hill Church, and have an independent operating authority.

5.2 **Initial Board of Directors and Selection Process for the Future Members of Board of Directors.** The initial Board of Directors named in the Articles of Incorporation shall serve until the first annual meeting of members held pursuant to the By-Laws of the Walnut Hill Church, Inc.

5.3 The Board of Directors shall consist of the Senior Warden of the Board of Vestry as set forth in the By-Laws of the Walnut Hill Church, Inc., as may be amended from time to time, and at least two (2) and no more than four (4) at-large members from the membership, who shall be nominated and elected by the membership in accordance with the procedures for the nomination and election of the Board of Vestry as provided in the By-Laws of the Walnut Hill Church, Inc., as may be amended from time to time. The Pastor of Walnut Hill Church may serve as an ex-officio member of the Board.

5.4 **Organizational Meeting.** The Board of Directors at the Corporation's Organizational Meeting, after the adoption of these By-Laws, shall elect officers and transact such other business as may come before the meeting.

5.5 **Meetings.** Meetings of the Board of Directors may be called at any time by the President, or by any director, and may be held at any place in Fayette County, Kentucky, and at such time and place as the notice or waiver thereof may specify. Notice of such meetings shall be emailed to the last known address of each director at least five (5) days, or shall be given to a director in person or by telephone at least 48 hours, prior to the date or time fixed for the meeting. Meetings of the Board of Directors may be held at any time that all directors are present in person. The presence of any director at the meeting shall constitute waiver of notice of such meeting except as otherwise provided by law. Unless specifically required by law, the Articles of Incorporation or these By-Laws, neither business to be transacted at nor the purpose of any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

5.6 **Quorum.** A quorum at all meetings of the Board of Directors shall consist of a majority of the number of directors then serving as the Board of Directors, but a smaller number may adjourn from time to time without further notice, until a quorum be secured. The act of the majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation or these By-Laws. In the event of a deadlock, the Senior Warden's vote shall govern.

5.7 **Vacancies.** Any vacancy occurring in the Board of Directors may be filled by the Vestry of the Walnut Hill Church. A director who fills a vacancy shall do so for the unexpired term of his predecessor in office and shall hold such office until his successor is duly elected and shall qualify.

5.8 **Compensation for Directors.** The directors shall serve without compensation, except for reimbursement for expenses as the Board of Directors from time to time determines.

5.9 **Loans.** No loans shall be made by the Corporation to its directors.

ARTICLE VI OFFICERS

6.1 **Elections.** The officers of the corporation shall be president, chairperson of the Board, and a secretary-treasurer. Except as herein otherwise provided, all officers shall be elected annually. The officers shall be initially elected at the Organizational Meeting at which these By-Laws are adopted and shall serve until the first annual meeting of directors. Beginning with said first annual meeting, the officers shall be elected at each annual meeting of the directors and shall hold offices until the next regular meeting of the directors and shall hold offices until the next regular meeting of the directors or thereafter until their successors shall be duly elected and qualified. The above referenced offices may not be held by the same person at the same time. Vacancies shall be filled by the Board of Directors.

6.2 **Officers.** The officers of the Corporation shall exercise and perform the respective powers, duties and functions as are stated below, and as may be assigned to them by the Board of Directors.

(a) **President.** The President shall be the chief executive officer of the Corporation and shall, Subject to the control of the Board of Directors, have general supervision, direction and control of the affairs and officers of the Corporation. The President shall sign all bonds, deeds, mortgages, leases and contracts of the Corporation.

(b) **Chairperson of the Board.** The Chairperson shall be elected at the annual meeting of the Members at the Corporation's annual meeting. The Chairperson shall schedule and

lead the annual meeting of the Association members, and shall act as the President in the absence or unavailability of the President.

(c) **Secretary-Treasurer.** The Secretary-Treasurer shall be responsible for the preparation and maintenance of minutes of all meetings of the members and the Board of Directors. The Secretary-Treasurer shall also have the care and custody of the money, funds, Walnut Hill Church Cemetery Association account, valuable papers and documents of the Corporation. He or she shall keep correct and complete books and records of accounts of the corporation's transactions and of any trust fund which shall be the property of the Corporation, and shall render financial reports and statements of the condition of the Corporation when so requested by the Board of Directors, but not less frequently than at the annual meeting of the Corporation. The Secretary-Treasurer shall perform all duties commonly incident to his or her office and such other duties as may from time to time be assigned to him or her by the President.

6.3 Compensation and Expense Reimbursement of Officers. The officers shall receive no compensation for their duties herein, but said officers shall receive reimbursement of expenses as the Board of Directors from time to time determines.

6.4 Disability, Vacancy, Removal. In the event of the disability of any officer to act, the vacancies of any office or the removal of an officer to act, any such vacancy shall be filled by the Board of Directors.

6.5 Loans. No loans shall be made by the Corporation to its officers.

ARTICLE VII FINANCE

7.1 All monies received from the sale of burial privileges shall be held in the Walnut Hill Church Cemetery Association Account Fund, which shall be maintained by the Directors of the Corporation. The corpus of the Association Account Fund shall be preserved by the Directors of the Corporation, and the income therefrom may be used for the maintenance of the cemetery and other church grounds.

ARTICLE VIII CARE AND MAINTENANCE

8.1 The care and maintenance of the cemetery shall be the responsibility of the corporation in cooperation with the general operation and maintenance programs for the Walnut Hill Church properties as a whole. Special maintenance operations, unique to the cemetery, shall be a function of the corporation and be supervised by the Board of Directors.

ARTICLE VIII RULES AND REGULATIONS

9.1 The Association shall maintain a list of Cemetery Rules and Regulations. These Rules and Regulations shall be reviewed, amended, and approved annually by the full Association Membership.

ARTICLE X WAIVER OF NOTICE

10.1 Any officer, director or trustee may waive, in writing, any notice required to be given by law or under these By-Laws, whether before or after the time stated therein.

ARTICLE XI
ACTION WITHOUT A MEETING

11.1 Nothing in these By-Laws shall be construed so as to prevent any action required to be taken at a meeting of the members of this corporation, or any action which may be taken at such meeting, to be taken without a meeting if a consent, in writing, setting forth the action so taken shall be signed by all of the members, directors, or trustees entitled to vote with respect to the subject matter thereof.

ARTICLE XII
INDEMNIFICATION OF DIRECTORS AND OFFICERS

12.1 Any former, present or future directors or officers of the corporation or the legal representatives of any such directors or officers shall be indemnified by the corporation:

(a) Against reasonable costs, disbursements and counsel fees paid or incurred where such person has been successful on the merits or otherwise in any pending, threatened or completed civil, criminal, administrative or arbitratve investigation which could lead to such action, suit or proceeding, or in defense of any claim, issue or matter therein, by reason of such person's being or having been such director or officer.

(b) with respect to any such action, suit, proceeding, inquiry or investigation for which indemnification is not made under (a) above, against reasonable costs, disbursements (which shall include amounts paid in satisfaction of settlements, judgments, fines and penalties, exclusive, however, of any amount paid or payable to the Corporation) and counsel fees if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to be the best interests of the Corporation, and in connection with any criminal proceeding such person also had no reasonable cause to believe the conduct was unlawful, with the determination as to whether the applicable standard of conduct was met to be made by a majority of the members of the Board of Directors who were not parties to such inquiry, investigation, suit or proceeding or by anyone or more disinterested counsel to whom the question may be referred by the Board of Directors; provided, however, in connection with any proceeding by or in the right of the corporation, no indemnification shall be provided as to any person adjudged by any court to be liable for negligence or misconduct except as to the extent determined by such court.

The termination of any such inquiry, investigation, action, suit, or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that such person did not meet the standards of conduct set forth in subsection (b) above. Reasonable costs, disbursements and counsel fees incurred by such person in connection with any inquiry, investigation, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such matter if authorized by a majority of the Board of Directors not parties to such matter upon receipt by the Corporation of an undertaking by exclude any other rights to which such person may be entitled as a matter of law or which may be lawfully granted.

ARTICLE XIII AMENDMENTS

13.1 These By-Laws may be altered, amended or repealed only in accordance with the provisions for amending the Provisional constitution and By-Laws of the Walnut Hill Church, as may be amended from time to time.

13.2 These By-Laws of the Walnut Hill Cemetery Association, Inc., were duly adopted by the Board of Directors at its organizational meeting on the 24th day of April , 2016.