

**BY-LAWS OF
PUBLIC CEMETERY ALLIANCE
A California Nonprofit Mutual Benefit Corporation
(Adopted March 12, 2005)**

ARTICLE 1: NAME:

The name of this corporation is **Public Cemetery Alliance**.

ARTICLE II: PRINCIPLE OFFICE OF THE CORPORATION

Section 1. The principal office for the transaction of the activities and affairs of this corporation is located at the Gridley-Biggs Cemetery, 2023 Highway 99, Gridley, California 95948

Section 2. The board of directors may change the location of the principal office. Any such change of location must be noted by the secretary on these bylaws.

ARTICLE III: PURPOSE

The purpose of this corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law. In the context of these general purposes, the corporation shall be a resource for all public cemeteries through education, communication, and a spirit of teamwork, so the public cemeteries can provide quality cemetery services to their respective communities. This corporation is organized and operated exclusively for educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE IV: MEMBERS

Section 1. Membership

There is no formal membership structure as defined in Cal. Corporations Code section 5056(a) since the members participate by voting for a Board of Directors who run the daily operations of this Alliance. Members benefit from the activities, services, and/or missions of this Alliance. Membership in this alliance will consist of four (4) classes: Corporate Members, Associate Members, Sustaining Members, and Honorary Members.

Section 2. Corporate Members

Corporate Members will be public cemetery districts and have a right to vote in this Alliance.

Section 3. Associate Members

Associate Members will be fraternal, religious, city and county cemeteries not under private ownership and have a right to vote in this Alliance.

Section 4. Sustaining Members

Sustaining Members will be those individuals, agencies or organizations who choose to contribute to the advancement of public cemetery programs through this Alliance. Sustaining Members have no vote in this Alliance.

Section 5. Honorary Members

Honorary Membership will be conferred upon an individual who has performed outstanding service in the interest of public cemeteries. Candidate must be member in good standing in this Alliance. Nominations may be made by Corporate or Associate members to the Board of Directors at least (30) days prior to the annual meeting. Honorary membership will be conferred on the recommended nominee receiving a majority vote of the Board of Directors. Appointment will be announced at the annual meeting with appropriate honors. Honorary members have no vote in the Alliance and pay no dues.

Section 6. Members

At all meetings of this Alliance, all members, irrespective of the type of membership, will be permitted to take part in the discussion process.

ARTICLE V: BOARD OF DIRECTORS:

Section 1. Number

The Board of Directors shall consist of seven (7) members.

Section 2. Service

The term of service shall be two (2) years with four (4) directors elected on each odd numbered year and three (3) directors elected on each even numbered year.

Section 3. Qualifications

At the time of nomination and election each nominee for the Board of Directors shall be a member of the administrative staff or of the governing board of a Corporate or Associate member. No more than one member may be elected from any one Corporate or Associate member.

Section 4. General Powers

Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws regarding actions that require approval of the members, this corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

Section 5. Specific Powers

Without prejudice to the general powers set forth in Section 4 of Article IV of these bylaws, but subject to the same limitations, the board shall have the power to do the following:

1. Will manage the affairs of the Public Cemetery Alliance
2. May prescribe the duties of officers and committees.
3. May censure, suspend, or expel a member for cause.
4. May fill a vacancy in the office of President, Vice President, Secretary/Treasurer, or Director.
5. May appoint, or employ an Executive Secretary, Attorney-at-law, or other paid or volunteer help and define their duties.
6. Will arrange for an annual internal audit of the accounts of the Alliance.
7. Will set the annual dues for the Alliance.

Section 6. Nomination and Election of the Board of Directors

The nominating committee will select nominees for three (3) or four (4) positions on the Board of Directors. It will, at least thirty (30) days before the annual meeting, send to each Corporate and Associate member, the names of the nominees selected. Nominations may be made from the floor at the annual meeting. All nominees must agree to serve prior to being nominated.

ARTICLE VI: OFFICERS

Section 1. Offices Held

The officers of the Alliance will be a President, Vice-President, and Secretary/Treasurer.

Section 2. Election of Officers

Immediately following the election of the Board of Directors at the annual meeting, the Board of Directors shall meet and select the officers of the Alliance.

Section 3. Service

Officer's term of office shall be one (1) year.

Section 4. Responsibilities of the President

The President shall be the Chairperson of the Board of Directors. The Chairperson is empowered to: call meetings of the Board of Directors when necessary, select chair-persons and members of necessary committees, and execute with the Secretary/Treasurer all legal and fiscal documents.

Section 5. Responsibilities of the Vice-President

The Vice-President will exercise the duties of the President in the absence or disability of the President or in case of a vacancy in that office.

Section 6. Responsibilities of the Secretary/Treasurer or the Executive Secretary

The Secretary/Treasurer (or the Executive Secretary as directed by the Board of Directors) will:

1. Keep the minutes of all meetings of the Alliance and Board of Directors meetings.
2. Prepare and submit a tentative budget for board approval on or before the first meeting of the New Year.
3. Issue all notices of meeting.
4. Conduct all correspondence of the Alliance.
5. Assess and collect all dues and receive all other funds made available to the Alliance.
6. Maintain all financial reports and give financial reports at each Board of Directors and Alliance meetings.

Section 7. Standing or Special Committee

As soon as possible after the annual meeting, the President will select, subject to Board approval, with their Chairperson, any standing or special committee deemed necessary for the operation of the Alliance.

Section 8. Indemnification

To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Cal. Corporation Code section 7237 (a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the board by any person seeking indemnification under Corporations Code section 7237(b) or section 7237 (c), the board shall promptly decide under Corporations Code section 7237 (e) whether the applicable standard of conduct set forth in Corporations Code section 7237 (b) or section 7237 (c) has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification, because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the board shall promptly call a

meeting of members. At that meeting, the members shall determine under Corporations Code section 7237 (e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under Section 8, Article VI of these bylaws in defending any proceeding covered by that section shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation, of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

ARTICLE VII: MEETINGS:

Section 1. Annual Meetings:

An annual meeting of the Board of Directors shall be held annually at such time and place and on such notice, if any, as the board may determine for the election of the Board of Directors and for any other proper business that may be transacted at this meeting.

Section 2. Special Meetings

Special meetings shall be called at a time and place set by the Board of Directors for discussion of public cemetery operation and related subjects, and other business that may properly be transacted at this meeting.

Section 3. Board of Directors Meetings

The Board of Directors will meet upon the call of the President or upon the request of three (3) or more members of the Board. Adequate notice shall be given prior to all meetings.

Section 4. Voting

1. A simple majority vote of designated representatives of Corporate and Associate members present will be required for the transaction of business at the annual, bi-annual or special meetings.
2. Voting shall be by ballot issued to the official voting delegate of each Corporate or Associate member for the election of the Board of Directors. Voting on all other matters may be by voice vote unless a ballot is requested by a Corporate or Associate member.
3. Four (4) members of the Board of Directors will constitute a quorum for conducting business.
4. In the event of a tie vote in the Board of Directors proceedings, the chairperson will be required to abstain.

ARTICLE VIII: PARLIAMENTARY AUTHORITY:

All meetings of this Alliance will be conducted in accordance with its by-laws. Common sense, courtesy, and decency will be its rules of order.

ARTICLE IX: AMENDMENTS TO BY-LAWS:

Section 1. Amendments to these by-laws may be made at the annual meeting. Proposed amendments will be submitted in writing to all Corporate and Associate members at least thirty (30) days before the annual meeting. A simple majority vote is required to amend the by-laws.

Section 2. Amendments or revisions may be prepared by an individual or committee appointed by the President. Individuals wishing to recommend changes should route their suggestions through the Alliance office.

ARTICLE X: MISCELLANEOUS BOARD RULES:

Section 1. Minutes:

The minutes of the Board of Directors' meeting will be prepared and mailed no later than fifteen (15) days following the meeting.

Section 2. Board Agendas:

Board agendas will be prepared and mailed at least one week prior to the meeting date. Items not on the agenda may be considered at the end of the written agenda.

Section 3. Corporate Records

The corporation shall keep adequate and correct books and records of account; written minutes of the proceedings of its members, board and committee of the board; and a record of each member's name, address and class of membership.