

CRAIG MEMORIAL CEMETERY
By-Laws

Article I -

Section 1. The name of this corporation shall be Craig Memorial Cemetery.

Section 2. The seal of the corporation will be circular in form, and have inscribed upon it the name of the corporation and the words, "Corporate Seal" and "Pickens, South Carolina".

Section 3. The principal place of business of this corporation shall be P. O. Box 1558, Pickens, South Carolina 29671

Section 4. The purposes of this corporation shall be, "To acquire fee simple title by purchase, gift or otherwise to real property in Oconee County, South Carolina, in the vicinity of Old Pickens Presbyterian Church and to survey, plat, subdivide and develop "Craig Memorial Cemetery" for the sole purpose of selling/ donating, giving or otherwise disposing of grave sites for the interring of deceased members of the families of the lineal descendants of John Craig, William Speed Craig and Arthur R. Craig, deceased, and all under such terms and conditions as are or may be provided for in the Charter, By-Laws, Rules and Regulations formally approved and adopted by the corporation's trustees; to receive, deposit, expend or disburse all or any part of the funds from the sale or other disposition for valuable considerations of grave sites and to hold, invest and reinvest the whole or any part of such funds for sole use and benefit of the corporation all in such manner as may be deemed appropriate and lawful by the trustees of the corporation and to do any and all other acts and deeds necessary to the fulfillment of the charitable purposes of the corporation and not otherwise prohibited for any corporation chartered in this State.

Article II - **Members Meeting**

Section 1. Place. All the meetings of this corporation shall be held in Pickens, South Carolina or such other place as the trustees may designate.

Section 2. Annual Meeting. The annual meeting of the members shall be held at 11:00 a.m. on the second Saturday in June of each year.

Section 3. Quorum. A simple majority of the known adult members of the families of the lineal descendants of John Craig, William Speed Craig, and Arthur R. Craig, present in person or represented by written proxy or by attorney, shall constitute a quorum at all meetings of the members for the transactions of business.

Section 4. Voting. Every adult member of the family of any lineal descendants of John Craig, William Speed Craig and Arthur R. Craig shall be entitled to one vote at any such meeting.

Section 5. Notice of Annual Meeting. Written notice of the annual meeting shall be mailed to each such adult member at such address as appears on the record books of the corporation, at least thirty (30) days prior to such meeting.

Section 6. Special Meetings. Special meetings of the members, for any purpose, unless otherwise prescribed by statute, may be called by the President and shall be called by the President or Secretary at the request, in writing, of the members representing fifty-one per cent of the known adult members of the families of the lineal descendants of John Craig, William Speed Craig and Arthur R. Craig.

Section 7. Notice of Special Meetings. Written notices of special meetings of the members, setting the time and place and object thereof, shall be mailed to all such known members at least fourteen (14) days prior to such meeting.

Article III - **Board of Trustees**

Section 1. The property and business of this corporation shall be managed by a Board of Trustees consisting of five (5) trustees, each of whom shall be an adult lineal descendant of John Craig, William Speed Craig and/or Arthur R. Craig deceased. At the organizational meeting the members shall elect five (5) trustees to serve upon the Board of Trustees until the annual meeting of 1970 or until their successors shall have been elected and qualified. Upon their selection, the Board of Trustees shall immediately organize and elect from their number, a chairman and a secretary. At the 1970 annual meeting of such members, one (1) trustee shall be elected to serve for a term of five (5) years, one (1) for the term of four (4) years, one (1) for the term of three (3) years, one (1) for the term of two (2) years and one (1) for the term of one (1) year, all terms to be successive years and to terminate at the annual meeting of the members at the end of each elected term of office. Thereafter at each annual meeting the members shall elect successors to all trustees whose offices have terminated.

- a. If the office of any trustee becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the majority of the Board of Trustees shall choose a successor for the vacant office, who shall serve in that role until the membership elects a new board member at an annual meeting to serve for the remaining unexpired term of the vacant office.

Section 2. The trustees may hold their meetings upon call of the Chairman or any three members thereof.

Section 3. In addition to the powers and authorities given by these By-Laws, the Board may exercise all such powers of the corporation and do all such lawful acts and things as are not prohibited to them by the laws of this State, or these By-Laws and including such acts or things as may be required to be exercised or done by the members.

Section 4. The trustees, as such, shall not receive any stated salary for their services, but by resolution of the Board, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or specially called meeting of the Board.

Section 5. The newly elected Board may meet immediately after the annual meeting for the purpose of organization and no notice of such meeting shall be necessary, provided, however, that a majority of the Board shall be present at such meeting.

Section 6. All meetings of the Board shall be at the principal office of the corporation or at another location or in a manner set by the Board, provided that the members are provided notice of any such change, and three of the trustees shall be necessary to constitute a quorum. A trustee may in writing designate his attorney to act in his place and stead at any trustees meeting and to vote thereat just as though such trustee were present in person.

Section 7. The trustees of this corporation shall elect all officers of the corporation, fixing their duties and salaries, provided that no officer shall be entitled to more than the highest salary of any one office held in the corporation.

Section 8. The Board of Trustees shall present at each annual meeting of the members or when called upon by a majority of the members at any special meeting, a full and complete statement of the business and condition of the corporation.

Section 9. Notices of special or annual meetings of the Board of Trustees shall be in writing, setting the time, place and object thereof and shall be mailed to all trustees at least fourteen (14) days prior to such meeting. For an annual meeting, the notice shall include an agenda for the meeting. For a special meeting, the purpose of the special meeting shall be stated in the notice, and the special meeting shall be limited to the purpose so stated.

Article IV - Election of Officers

Section 1. A President, Vice President, Secretary and Treasurer shall be elected by a majority vote of the Board of Trustees, following the election of trustees at the annual meeting of the members. The qualifications for officers shall be the same as those for trustees.

Section 2. No officer of this corporation shall hold more than two offices, nor receive more than the higher salary of the two offices he holds. All officers shall hold office until their successors are elected and qualified. Any officer elected by the Board of Trustees may be removed at any time by the affirmative vote of a majority of the Board of Trustees. One person may not hold the offices of President and Secretary simultaneously.

Article V - **Duties of Officers**

Section 1. President.

(a) The President shall be the chief executive officer of the corporation, and subject to the Board of Trustees' direction, shall have general and active management of the business of the corporation, superintend all operations of the corporation, and shall effectuate all orders or resolutions of the Board of Trustees, these By-Laws, and such rules and regulations as may be adopted by the Board of Trustees, and all laws affecting such operations.

(b) The President shall preside at all meetings of the members.

(c) The President, with the Secretary, shall sign and execute all authorized bonds, deeds, mortgages, contracts, and other obligations and instruments for, and in behalf of the corporation. The President with the Secretary may sign checks issued by, or upon the funds of, the corporation. The President with the Secretary shall sign all certificates or stock issued by the corporation.

(d) In addition to the foregoing, the President shall have all such general powers and duties as are customarily vested in the office of the President of a corporation, and shall also perform such other duties as from time to time may be assigned to him by the Board of Trustees.

Section 2. Vice President.

The Vice President shall in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Trustees shall from time to time prescribe. In the absence, resignation, or disability of the President, the Vice President with the Secretary may sign checks issued by or upon the funds of the corporation.

Section 3. Secretary.

(a) The Secretary shall keep the minutes of all meetings of the Board of Trustees and members. He shall give such notices to the trustees and members as may be required by law or by these By-Laws. He shall have custody of the seal of the corporation and of all books, papers, contracts and documents belonging to the corporation except those pertaining to the office or the Treasurer. The Secretary, with the President or Vice President may sign checks issued by or upon the funds of the corporation.

(b) The Secretary shall perform such other duties as may from time to time be assigned to him by the Board of Trustees.

Section 4. Treasurer.

(a) The Treasurer shall have the custody of the corporate funds and securities, and shall keep full and accurate record of receipts and disbursements in books belonging to the corporation and shall deposit all monies and other valuable effects in the name of and to the credit of the corporation.

(b) He shall render to the President and the Trustees, whenever they may require, an account of all transactions performed in the office of the Treasurer, and shall prepare and file all other reports required by law.

(c) The Treasurer may sign checks up to a board defined amount. For checks above the defined amount, the President or Vice President must also sign.

Section 5. Vacancies.

If the office of any officer or agent becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the majority of the Board of Trustees shall choose a successor for the unexpired term of the vacant office.

Article VI - **Finances**

Section 1. Fiscal Year. The fiscal year of this corporation shall begin on January 1 and end on December 31 of each succeeding year thereafter.

Section 2. Bank Account. The funds of the corporation shall be deposited to its credit in such bank or banks or investment centers as the Board of Trustees may designate. No electronic transfers nor check shall be issued on the said bank without the signature of the Treasurer, President, or Vice President, when serving in the stead of the President of this corporation.

Section 3. Audit Process. The board will undertake an audit of its financial documents and transactions no less frequently than every 5 years. An independent party shall perform the audit. One member of the Board must participate in the audit. Results of the audit shall be reported to the Board of Directors.

Article VII - **Notices**

Section 1. Notices of any kind provided in these By-Laws shall be construed to mean either person or written notice and shall be given in writing, addressed to the last known address of the party to be notified and properly mailed in a sealed envelope. Any family member may elect to receive

notifications electronically. Any member, trustee or officer may waive in writing, any notices required to be given under these By-Laws.

Article VIII - **Amendments**

Section 1. These By-Laws may be altered or amended only by an affirmative vote by the members present in person or lawfully represented by written proxy or otherwise at any regular or special meeting of the members.