

## **BYLAWS OF THE AZTEC CEMETERY ASSOCIATION**

### **ARTICLE I – Name and Offices**

The name of the association shall be “The Aztec Cemetery Association.” The initial location of the association shall be in Aztec, New Mexico.

### **ARTICLE II – Purpose**

This association is created and organized for benevolent purposes. The purposes for which it is organized are set forth in the Charter of the corporation filed with the State of New Mexico, and are as follows:

- (A) The purpose for which the corporation is organized is to operate, manage, and maintain the Aztec Cemetery located in Aztec, San Juan County, New Mexico and all other lawful purposes provided for in the laws of the State of New Mexico.
- (B) The association’s assets and earnings will be disposed of only in one or more of the following ways:
  - (1) For the ordinary and necessary expenses of operating, maintaining, and improving the cemetery;
  - (2) As payment for the acquisition of property for expansion of the cemetery grounds; and
  - (3) For creating a fund to provide a source of income for a reasonable reserve for any ordinary or necessary purpose.

The association may collect contributions for the foregoing purposes. Contributions for a specifically designated purpose shall be accepted and used for such purpose if the Directors of the Association find such purpose acceptable and within the purposes established under these Articles.

- (C) Payments may be made for amortization of indebtedness on the purchase of land, but may not be in the nature of profit distributions. The Directors of the Corporation must report to the membership methods used to finance the purchase of the cemetery property and that the purchase price of the land at the time of sale to the cemetery was not unreasonable.
- (D) To use such other means and methods as the Directors of this association may from time to time determine to be appropriate for the accomplishment of the specific purpose for which this association is organized and which are not contrary to law or to the other terms and provisions hereof.

All the properties and income of the association are hereby permanently and exclusively dedicated and devoted to such benevolent purposes and to that end the Directors shall hold, invest, reinvest, protect, manage and control such property and apply the income arising therefrom as they may or shall from time to time determine and in such manner as they may deem advisable for the purposes aforesaid, and at no time shall the principal or any part thereof be used other than as an investment. No individual deed holder of the cemetery will receive earnings from the assets of the Aztec Cemetery Association.

### **ARTICLE III – Dedication of Funds**

This association shall not be conducted for financial gain and no part of its earnings shall inure to the benefit of any private shareholder, member or individual. Any receipts of this association in excess of the expenses of operating shall be placed in either an operating fund for future operational expenses, a reserve fund for designated repairs or improvements, or in a fund with the interest dedicated for future operational expenses. The association will not use any part of its funds to attempt to influence legislation, nor will it intervene in any political campaigns.

Adopted by Aztec Cemetery Association Board of Directors, October, 2010.

#### **ARTICLE IV – Disposition of Funds in Event of Dissolution**

If at any time this Association should be dissolved, no part of its funds or property shall be distributed to or among its members, contributors, directors, officers or any person as their private funds. Should the Association dissolve, after the payments of all indebtedness, all remaining assets of said association shall be transferred to another similar organization approved by U.S. Internal Revenue Code Section 501 (C) (3.)

#### **ARTICLE V – Prohibition of Use of Funds**

The corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent United States Internal Revenue Law.) The organization purposes and activities may not be illegal or violate fundamental public policy.

#### **ARTICLE VI – Membership**

The owner of each burial plot, regardless of the size thereof, in the Aztec Cemetery Association shall be members of this organization

#### **ARTICLE VII – Funds and Financial Reports**

The Board of Directors shall present an annual financial report to the membership at the annual meeting each year. The Board of Directors are authorized to manage the financial affairs of the Association, including the right to invest the assets of the Association to pay for necessary expenses, repairs, upkeep, and improvements in the discretion of the Board of Directors, and to invest the funds of the Association in operating, reserve, or *special* fund accounts, including the right to accept contributions for specified purposes, provided such purposes are consistent with the purposes for which this Association is organized and operates.

The board of Directors shall arrange for the investment of the funds of the Association in accounts insured by the United States Government. The funds may be withdrawn only upon the signature of the secretary-treasurer and either the president or the vice president of the Association.

#### **ARTICLE VIII – Meetings**

There shall be a meeting of the members of the Association held annually. The President or a majority of the Directors may call special meetings of the membership by publicizing at least two week before the date of the special meeting.

#### **ARTICLE IX – Officers**

A President, Vice-President, and a Secretary-Treasurer shall be elected annually by the Board of Directors.

#### **ARTICLE X – Board of Directors**

This Association shall have five (5) to seven (7) directors, each of whom is elected with no term limit.

In the event of the death, resignation, or refusal to act of any Director, the other Directors shall elect his successor.

#### **ARTICLE XI – Duties of the Officers**

The President shall preside at all meetings of the Association, the meetings of the Directors, and shall perform any and all other duties entrusted to him by the Board of Directors.

In the absence of the President, the duties shall be performed by the Vice –President.

Adopted by Aztec Cemetery Association Board of Directors, October, 2010.

The Secretary-Treasurer shall keep the minutes of the Association and shall perform such other clerical duties as deemed necessary by the Directors. The Secretary-Treasurer, in conjunction with the other Directors, shall be responsible for all funds. He/She shall disburse all monies of the Association and provide financial state at the annual meeting of the Association and to the Board of Directors as determined necessary by them.

**ARTICLE XII – Amendments**

These bylaws may be amended at any annual or specially called meeting of the Association by a simple majority of the members present and voting.

**ARTICLE XIII – Quorum**

A simple majority of the Directors must be present before the Board of Directors can transact business. A majority vote of the directors present at a meeting shall govern the actions of the Association.

These bylaws were amended and restated by the Directors of the Aztec Community Cemetery this 27th day of October, 2010.

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Bob Dusenbery, President

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Joe N. Price, Secretary-Treasurer

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Jack Scott, Member

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Audie Glazebrook, Member

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EllaAnn Spargo, Member

