

# THE EDGE FAMILY CEMETERY ASSOCIATION, INC.

## A Texas Non-Profit Corporation

### **AMENDED AND RESTATED BYLAWS**

#### ARTICLE I

##### Name and Location

THE EDGE FAMILY CEMETERY ASSOCIATION, INC. (“**Association**”) is a Texas non-profit corporation that shall have its principal offices and activities in Kendall County, Texas.

#### ARTICLE II

##### Purposes and Powers

The purpose or purposes for which the Association is organized are:

- (1) To preserve, protect, establish, and maintain the Edge Family Cemetery of Kendall County, Texas (“**Edge Family Cemetery**” or “**Cemetery**”).
- (2) To receive, hold, invest, and manage any funds, securities, land, or other property regardless of its nature or value, including any gift or bequest, for the purpose of providing for the foregoing stated goals and purposes of the Association, and
- (3) The Association shall have all such purposes relative to its stated goals and purposes as may be allowed by the law of the State of Texas insofar as the operations of nonprofit corporations are concerned, complying with all requirements to qualify as an exempt organization within the terms and meaning of Section 501(c)(3) of the federal Internal Revenue Code.

## ARTICLE III

### Membership and Privileges

- (1) Membership. Any individual who has reached the age of 18 who is a direct lineal descendent of William Brown Edge, originally of Kendall County, Texas is an “**Eligible Individual**” who may therefore become a Member of the Association by completing a membership application using the application format in effect at the time of application, which the Board may establish and make available from time to time. The Board may establish an application fee from time to time. Because the Cemetery is a family cemetery for the descendants of William Brown Edge, the primary purpose of the application process, in keeping with the Association’s purpose, is to determine definitively an applicant’s direct lineal descent from William B. Edge of Kendall County, and not merely a relationship to someone already buried in the Cemetery (which alone shall be insufficient to determine eligibility). Upon the Board’s acceptance of the application, the Eligible Individual becomes a Member for life, except in the case of spouses.
- (2) Spousal Membership. Spouses of *Eligible Individuals who have first become Members* are eligible to apply, and if accepted may become a Spouse Member; however, both the spouse’s membership and any privileges associated with membership shall terminate upon the divorce and subsequent remarriage of the spouse-Member with direct lineal descent, *unless the Board, in its sole discretion, shall upon application unanimously decide otherwise with regard to the sole issue of restoring the former spouse’s burial privileges to prevent a manifest injustice.*
- (3) Minor Child Membership. Minor children (pursuant to section 160.201 of the Texas Family Code or its successor legislation) of a *Member with direct lineal descent* who have not reached the age of 18 are automatically considered non-voting Minor Child Members.
- (4) Voting. Members and Spouse Members, but not Minor Child Members, shall have the right to vote and shall be eligible to be appointed to serve on committees. No new Member shall be allowed to vote at a meeting until the Member shall have attended at least one previous Annual Meeting in his or her capacity as an adult Member. No Member shall have more than one vote.
- (5) Annual Meeting. There shall be an Annual Meeting of the Members of the Association held in either June or July as the Board of Directors may direct with the exact date communicated to the membership by publication on the Association website and/or emailed at least 10 days before the meeting (the

**“Annual Meeting”**). The Annual Meeting shall be held within Kendall County, Texas at a place determined by the President (if somewhere other than the Cemetery, the membership shall be advised as to the place for the meeting by notice emailed at least three days in advance of the Annual Meeting). Other meetings of the membership shall be scheduled during the year as the Board of Directors may direct.

## **ARTICLE IV**

### **Member Eligibility for Burial Privilege**

- (1) No one shall be interred in the Cemetery without the Association’s approval as set forth below. Final interment approval authority rests with the Board.
- (2) Burial Application Process. Any decedent’s suitability for interment privileges in the Cemetery shall be determined at the sole discretion of the Board by timely written application using the application format in effect at the time of application, which the Board may establish and make available from time to time. Because the Cemetery is a family cemetery for the descendants of William B. Edge of Kendall County, the primary purpose of the application process, in keeping with the Association’s purpose, is to determine definitively an applicant’s lineal, familial descent from William B. Edge of Kendall County, and not merely a relationship to someone already buried in the Cemetery (which alone shall be insufficient to determine eligibility).
- (3) Member Burial Applications. Association Members, Spouse Members, and Minor Child Members (pursuant to section 160.201 of the Texas Family Code or its successor legislation) from any legal spouse are presumptively eligible to be interred in the Cemetery. For clarification, burial in the Cemetery does not confer Member status on any interred individual.
- (4) Non-member Burial Applications. Non-members are presumptively ineligible and may only be interred in the Cemetery upon application to the Board.
- (5) Burial and Related Fees. The Board may establish burial fees from time to time and, if modified, notify them to the Membership via electronic publication and/or the burial application form. Burial fees shall not be increased by more than five percent per year. Burial fees are separate from burial costs (which are the decedent’s, not the Association’s, responsibility), and are intended to provide the Association with sufficient funds to fulfill the Association’s purposes as set forth herein. Burial may be conditioned upon timely payment of any burial fees or other Member obligations prior to an approved decedent’s interment.
- (6) Burial Regulations. The Board may for good order establish from time to time

(and implement any measures necessary to ensure compliance with) regulations relating, including but not limited to: (i) location of burial plots; (ii) grave density and configuration relating to coffins or cremation urns; and timing of placement, dimensions, and materials concerning headstones or other grave markers (including the imposition of monument maintenance obligations), etc. These may be notified to the Membership via online publication and/or burial application form.

- (7) Applicable Law. To ensure consistent review of burial applications, the Board shall evaluate any decedent's claimed spousal or filial relationships under applicable Texas state law, regardless of the decedent's place of death.
- (8) Only human remains may be buried in the Cemetery. Cremated remains may not be spread above ground.

## **ARTICLE V**

### **Board of Directors**

- (1) The governing body of the Association shall be known as the Board of Directors ("**Board**"), with each member of the Board known as a Director. The Board shall consist of five (5) Directors elected for five-year terms, with staggered terms as set forth below. The membership of the Board shall be elected from the membership of the Association at the Annual Meeting; Directors' terms are not strictly calendar year terms but rather considered to run from the date of the Annual Meeting at which they are elected until that Director's successor is elected at the Annual Meeting at which his term ends. Upon the death, resignation, removal, or disability of a Director, a successor shall be elected by a majority vote of the Directors remaining to serve out the remaining portion of the term thus vacated. The Directors shall serve without pay, but a Director may serve the Association in another capacity and receive compensation in that capacity.
- (2) The Board shall be the final authority on all policies, programs, personnel, property, and financial matters of the Association. All new programs and policies must be approved by the Board before implementation.
- (3) Removal for Absence. Any officer, Board member, or committee chairperson missing three (3) consecutive scheduled meetings without good cause being reported to the President shall be subject to removal by resolution of the Board upon the third absence.
- (4) At any regular or special meeting of the Board of Directors, four (4) directors

shall constitute a quorum for the transaction of business. Special meetings of the Board of Directors may be called at any time by the President. Notice of the time and place and purpose of such special meeting shall be sent by email, text message, or otherwise to each Director at least one day prior to the date thereof.

- (5) Beginning on the first-to-occur date of either the adoption of these Amended and Restated Bylaws or the 2024 Annual Meeting, the current Directors and their initial terms (as defined below) are:

Place	Name	Initial Term
Place 1	Gordon Waldeck	5 years
Place 2	Hal Harwell	4 years
Place 3	Richard Edge	3 years
Place 4	Michelle Kossel	2 years
Place 5	Bruce Lawhon	1 year (i.e., to be up for election naturally at the 2025 Annual Meeting)

The primary purpose of the foregoing table is to reestablish staggered Director terms such that one Director is elected at every Annual Meeting. Directors elected upon the natural expiration of the initial terms above (i.e., not in the case of death, resignation, removal, or disability of a Director during his initial term) shall be elected to serve for terms of five (5) years each, and the Director Places' initial terms as described in the table above and in this section shall be irrelevant for determining any Director's term length.

## ARTICLE VI

### Officers

- (1) From among the Directors, the Board shall elect a president, a vice president, and a secretary/treasurer. They are to serve for a period of one year. In the event of the death, resignation, removal, or inability of any officer (as determined by the remaining Board members), creating a vacancy in office, the Board may at any meeting elect a successor to fill such vacancy. Any successor shall serve until the next meeting and general election of officers.

- (2) The duties of the officers are as follows:

**President:** To preside at all Board and Executive Committee meetings

and to serve as an ex officio member of all committees.

**Vice president:** To assume all duties of the president in the absence of the president.

**Secretary:** To take minutes of all Board meetings, to provide the Board with copies of minutes of the previous meetings, and to maintain files of minutes and reports.

**Treasurer:** To maintain and safeguard all financial records of the Association, to provide the Board and general membership with monthly financial statements, to pay all bills, to prepare or have prepared any income tax forms, to arrange for an audit conducted by a CPA, and to present a financial statement at the annual Board meeting covering operation of Association over the previous twelve (12) months. All checks shall be signed by the treasurer or, in the treasurer's absence, by the president.

## **ARTICLE VII**

### **Committees**

(1) Committees shall be established by the Board and designated as permanent or temporary. All committees shall have a chair.

(2) The **Executive Committee** shall be composed of the president, vice president, secretary, treasurer, and the chairs of all permanent committees. A majority of the members of any committee shall constitute a quorum for the transaction of business, except as set forth herein. The Executive Committee shall have the interim authority of the Association between Board meetings, and all actions taken by duly constituted action of the Executive Committee shall be the official action of the Association. All matters generated by the committees and/or the Executive Director shall be submitted to the Executive Committee for discussion and investigation. These matters shall then be transmitted to the Board with the Executive Committee's recommendation for approval, modification, or disapproval. At a subsequent called or regular meeting of the Board, the action of the Executive Committee may be modified, revoked, or ratified, but no action of the Board may void any lawful action of the Executive Committee retroactively, and the action of the Executive Committee shall bind the Association until subsequent contrary action

is taken by the Board. The Executive Committee shall meet at such times as they may be called by the president. The Executive Committee may be called into special session upon four (4) days' advance notice (either by telephone, email, actual notice, or advance written notice posted at least four (4) days in advance).

## **ARTICLE VIII**

### **Parliamentary Authority**

While any meetings may be informal insofar as possible to achieve the Association's purpose, Robert's Rules of Order, Revised shall be the final authority on the conduct of all Association meetings.

## **ARTICLE IX**

### **Executive Director**

- (1) The Board may secure an Executive Director, either volunteer or employed. For this purpose, the Board shall provide personnel policies, job description, and salary and benefit guidelines.
- (2) The Executive Director shall carry out the policies and programs of the Association as directed by the Board, but under the direct supervision of the Executive Committee. The Executive Director shall supervise the day to day operations of the Association and shall work closely with the Executive Committee and all committees. The Executive Director shall be key coordinator of all activities and programs of the Association and shall provide a written report to the Board and Executive Committee on a monthly basis.

## **ARTICLE X**

### **Financial**

Only the Board or those acting under its authority shall be permitted to incur financial obligations for the Association. Except for a documented emergency (the circumstances of which shall be communicated to all Members as soon as possible after the fact), any proposed Association financial obligations larger than five thousand dollars (\$5,000) shall be presented at the Annual Meeting or a special meeting called for the purpose, and require

prior approval by a simple majority of Members present. The Board may delegate authority to persons and/or committees to perform certain functions, but responsibility, liability, and authority shall ultimately rest with the Board.

## **ARTICLE XI**

### **Dissolution**

In the event of dissolution of the Association, whether voluntary or involuntary, no member, officer, or representative shall be entitled to any distribution or division of its remaining property, assets, or the proceeds of same.

Upon the dissolution of the Association, after paying or making due provision for the payment of all liabilities of the Association, assets shall be distributed for one or more exempt purposes under the Internal Revenue Code, preferably to any successor organization dedicated to a similar purpose of caring for the Cemetery; to the extent the foregoing is impossible, assets shall be distributed to a local government for a public purpose. Any such assets not so disposed of shall be disposed of by the county court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XII**

### **Amendments**

These Amended and Restated Bylaws shall be in force from the date of their final adoption by the Board, and may be amended from time to time by a four-fifths majority vote of the Board. Amendments may be proposed by any Member, and shall be communicated to all Members prior to Board consideration; proposed amendments must be submitted in writing to each Board member at least two (2) weeks prior to the Board meeting. Amendments shall become effective upon approval by the Board.

## ARTICLE XIII

### Adoption of Bylaws

These Amended and Restated Bylaws are adopted as of the 1st day of May, 2024 by the following current Directors of the Board of THE EDGE FAMILY CEMETERY ASSOCIATION:

Place and Name	Signature
Place 1: Gordon Waldeck	<u>Gordon Waldeck</u>
Place 2: Hal Harwell	<u>Hal Harwell</u>
Place 3: Richard Edge	<u>Richard Edge</u>
Place 4: Michelle Kossel	<u>Michelle A Kossel</u>
Place 5: Bruce Lawhon	<u>Bruce Lawhon</u>