

BYLAWS
OF
DUNKEL CEMETERY ASSOCIATION

ARTICLE I - Name

The name of this Non-For-Profit Corporation shall be Dunkel Cemetery Association.

ARTICLE II - Principal Office

The principal office of the Corporation shall be in Lawrence County, Missouri, at such locations as may be designated from time to time by the Board of Directors.

ARTICLE III - Purposes

The purposes of the Corporation shall be those stated in the Articles of Incorporation.

ARTICLE IV - Public Meetings

Section 1. Annual Meeting. There shall be an annual public meeting for those persons who are interested in promoting the purposes of the Corporation and in the care and maintenance of the Dunkel Cemetery. The annual public meeting shall be held in the month of April of each year. A notice of such meeting shall be published in the Ash Grove Commonwealth, and the Miller Press not less than twelve (12) days or more than thirty (30) days before the date of the meeting, by or at the direction of the President or Secretary, and such notice shall designate the time and place of such meeting, as the Board of Directors may select.

Section 2. Special Meetings. Special public meetings may be called at any time by the President, and shall be called by the President or Secretary upon the request, in writing, of a majority of the Board of Directors. Notice of such meetings shall be given in the manner and time provided in Section 1 hereof for the annual meeting, and such notice shall state the purpose or purposes for which the special meeting is called.

ARTICLE V - Members

Section 1. Members. All persons, over age 18, who have an interest in the purposes of the Corporation and in the care and maintenance of the Dunkel Cemetery are members and entitled to

vote at the annual meeting. Each being entitled to one vote.

Section 2. Members Annual Meeting. The Annual Meeting as provided in Section 1 of Article IV shall be considered the annual meeting of members.

Section 3. Deemed Members. All persons attending the annual meeting who are over age 18 shall be deemed to be members of the corporation.

Section 4. Members Elect Board. The members shall by election, at each annual meeting fill any vacancy then existing in the Board of Directors or each position of the Board that will be terminating on the 30th day of April of the year of the meeting.

Section 5. Quorum. Five persons in attendance at the annual membership meeting shall constitute a quorum.

ARTICLE VI - Prohibitions

This corporation shall be nonprofit, and no part of its net earnings shall inure to the benefit of any private individual or Director. No part of its activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and it shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. The corporation shall not operate for business purposes or for pecuniary profit, but solely for the purposes stated in the Articles of Incorporation and these Bylaws as from time to time amended, not inconsistent with the Articles.

ARTICLE VII - Board of Directors

Section 1. Number. The Corporation shall be governed by the Board of Directors consisting of five (5) persons.

Section 2. Composition. The Board of Directors shall at all times, be residents of Lawrence County, Missouri or a county adjacent to Lawrence County.

Section 3. Term of Office. All Directors shall serve for a term of three (3) years and until their successors are duly appointed and qualified. The term shall be staggered as set forth in Section 4 of this Article providing for the initial Board. The privilege of resigning or retiring at any time is specifically reserved to any Director. Any Director may be removed from the Board by the unanimous affirmative vote of the remainder of the Board.

Section 4. Initial Board. The members of the initial Board of Directors of this corporation and their terms, considered

beginning on May 1, 1982, are as follows:

For a term of one year: Sam W. Miller

For a term of two years: Kay Hankins and Bobby Johns

For a term of three years: Herbert Hadlock and Willard Brown

Section 5. Vacancies. Whenever a vacancy shall occur in the Board of Directors, a successor may be appointed by a majority vote of the remaining Directors, said successor to serve for the remaining period of the vacated term of office, for that specific Directors position. Vacancies created by expiration of a term shall be filled by the members at the annual meeting in April for the term expiring on April 30 of that year. Vacancies occasioned by the death, resignation, incapacity or removal of a Director, shall be filled at the next regular meeting or at a prior special meeting of the Directors called for that purpose.

Section 6. Compensation. For serving as a member of the Board of Directors, no compensation shall be paid, except that such member shall be entitled to reimbursement for any actual expenses incurred for carrying on his duties as such.

Section 7. Meetings. (A) Annual Meeting. The Board of Director shall hold an annual meeting in the month of April of each year at the same place and immediately following the Annual Public Meeting of Members.

(B) Regular Meetings. Regular meetings of the Board may be established by the Board and fixed in the minutes as to time and place. No written notice of such time and place need be mailed to the Directors.

(C) Special Meetings. A special meeting of the Board of Directors may be called by the President or upon the request in writing of any two (2) other members of the Board. Written notice of such time and place shall be mailed to the Directors at least four (4) days in advance of the date of said meeting, but any Director may waive, in writing, notice of such meeting.

Section 8. Quorum. A majority of the members of the Board of Directors must be present at any annual, regular or special meeting in order to constitute a quorum for the transaction of any business. A lesser number than a quorum may adjourn from time to time until a quorum is secured, but no business may be transacted at any meeting unless a quorum be present.

Section 9. Voting. A majority vote of Directors present at any regular, special or annual meeting duly called and held, at which a quorum is present, shall constitute the action of the entire Board, including the election of successor Directors, except, however, with respect to matters concerning which the affirmative vote of a greater

number of Directors is specifically required by these Bylaws or by law.

Section 10. Liability of Directors. No Director or officer of the corporation shall be liable to any person, or Director of the corporation for any action taken or refused to be taken by him as Director or officer with respect to any matter within and while acting within the scope of his official duties.

Section 11. Powers and Duties. The Board of Directors shall have full power and authority to determine the policies of the corporation and conduct its affairs in accordance with the purposes set forth in its Articles of Incorporation, including the power to employ personnel, fix salaries, administer assets, funds and income, make investments and do all other things necessary to promote the objects of the corporation. The Board of Directors shall establish and at all times shall maintain an efficient system of bookkeeping and accounting. The Directors may adopt such rules and regulations for the control and conduct of the property, business, affairs and activities of the corporation as may be deemed advisable.

ARTICLE VIII - Officers

Section 1. General. The officers of the Association shall be a President, Vice President, Secretary, and Treasurer, and such other officers as the Board of Directors may elect. At the annual meeting, the Directors shall elect, for a term of one (1) year, the officers hereinabove provided for, who shall serve for one (1) year through the next annual meeting, and until other successors are elected and qualified. All officers may succeed themselves in office if so elected by the Board. One person may hold any two of said offices at one time except those of President and Vice President, or those of President and Secretary.

Section 2. President. The President shall be the chief executive officer of the corporation and shall be the chairman of and preside at all meetings of the Board of Directors, unless someone else shall be elected by a majority vote of the Directors present to preside at any meeting; he shall have such other authority and perform such other duties as usually pertain to that office, or as may be prescribed by the Directors.

Section 3. Vice President. In the event of the death, absence, incapacity, inability or refusal to act of the President, the Vice President shall possess all the powers and perform all the duties of the President, and shall do and perform such other duties and exercise such other authority as may be from time to time imposed upon or assigned to him by the Directors.

Section 4. Secretary. The Secretary shall attend and keep a record of all meetings of the Board of Directors and of all votes and action taken. He shall have the custody of the minute book and

shall perform such other duties as may be imposed upon him by the Board of Directors.

Section 5. Treasurer. The Treasurer shall have charge and custody of the money, assets, accounts and finances of the corporation, subject to the direction of the Board of Directors; he shall render accountings as required by said Directors and shall perform such other duties as may be imposed upon him by the Board of Directors. The Treasurer shall be relieved of all responsibility for any securities or money or the disbursement thereof committed by the Directors to the custody of any other person or corporation, or the supervision of which is delegated by the Directors to any other officer, agent or employee, or for the performance of any other duties of the Treasurer delegated by the Board of Directors to any other officer, agent or employee.

A good and sufficient Bond may be required of him with the premiums to be paid out of funds of the corporation.

Section 6. Contracts and Conveyances. The President, or in his absence, the Vice President, and the Secretary shall sign and execute for, and on behalf of, the corporation, all contracts, conveyances, deeds, notes, leases, deeds of trust, mortgages or other documents of every kind and nature that may be necessary in pursuance of the business of the corporation.

Section 7. Vacancies. Vacancies occasioned by the death, resignation, incapacity or removal of officers of the corporation, shall be filled by a majority vote of the Directors at the next regular meeting or at a special meeting of the Board of Directors called for that purpose, and such person or persons so chosen to fill such vacancy or vacancies shall serve until the next annual election of officers or until their successors are elected and qualified.

Section 8. Removal. Any officer elected by the Directors or any employee of the corporation may be removed at any time by the affirmative vote of a majority of the Directors present at any meeting at which there is a quorum.

ARTICLE IX - Fiscal Year

The fiscal year of the corporation shall be January 1 to December 31.

ARTICLE X - Amendments

These Bylaws and any article or section thereof may be amended or repealed by the Board of Directors at the annual meeting or at any special meeting of the Board of Directors, provided a four-fifths (4/5) majority of the members of said Board vote in favor of said amendment.

Duly adopted by the Board of Directors on the 27th day
of APRIL, 1982.

Herbert Hadlock
President of the Board

APPROVED:

Herbert Hadlock

Sam Miller

Bobbie Johns

Lay Jenkins

Willard C Brown