

**BYLAWS of
GREENWOOD CEMETERY ASSOCIATION
AS AMENDED
AUGUST 21, 2007**

ARTICLE I

The name of this Association shall be "Greenwood Cemetery Association of Wayne, Nebraska". Its grounds shall be known as "Greenwood Cemetery". The sole and primary purpose of the Association shall be the care and maintenance of "Greenwood Cemetery" is assets and funds. All sources of funds received for burial fees, grave sites, marker setting fees, interest earnings or any other funds or donations received are to be used exclusively for cemetery purposes with no intent or view to profit.

ARTICLE II

This Association shall consist of those owners of one or more graves in the Cemetery, and no person shall be entitled to vote at any meeting or to serve on the Board of Trustees who has not paid in full for his or her graves.

When ownership of a grave or graves is held by two or more persons, they are regarded as but one owner and will have but one vote at any meeting of the Association.

ARTICLE III

The Association shall be governed by a Board of Trustees which shall consist of five members of the Association, and which shall be responsible for managing the affairs of the Cemetery.

ARTICLE IV

The annual meeting of the Association shall be held on the third Tuesday in August each year, at such place in the City of Wayne as the Trustees shall, in the notice thereof, direct.

A special meeting of the Association may be called by the President, or upon the written request of any two Board members or upon the written request of five members of the Association, provided notice be given as specified for the annual meeting.

Seven members present at any meeting shall constitute a quorum for the transaction of business; but less number appearing at any special meeting may adjourn said meeting to a fixed date; and any special meeting may fix the time for their next meeting.

ARTICLE V

At each annual meeting there shall be elected one Trustee, who shall be a member of the Association and who shall serve a term of five years, or until his/her successor is elected.

Also at each annual meeting, persons, who shall be members of the Association, shall be elected to fulfill unexpired terms that have been temporarily appointed by the Board of Trustees.

Trustees are expected to attend meetings and to be actively involved in operating the cemetery. Trustees not fulfilling their obligations are subject to re-call at the annual meeting.

ARTICLE VI

If such annual election shall not be held on the day, as provided in Article IV, the Trustees, or a majority of them, shall within twenty days thereafter, appoint another day for holding such election, which day shall not be more than sixty days after said third Tuesday in August, and the Secretary shall give public notice of the time and place of giving notice of the annual meeting and the terms of office of the Trustees and officers chosen at such election shall expire at the same time they would have done had they been chosen on the day fixed for the annual election.

ARTICLE VII

In the case of a vacancy occurring in any of the offices, between any two annual meetings, the Board of Trustees shall have the power to fill such vacancy until the next annual meeting.

ARTICLE VIII

Notice of the annual meeting shall be published in a Wayne newspaper at least fifteen days prior to said meeting.

ARTICLE IX

The Board of Trustees at its first regular meeting, after the annual, shall organize and elect from among its membership a President and Vice President.

The Board may at any time appoint any other officer or agent, define his/her duties and fix his/her compensation.

ARTICLE X

The Trustees shall meet at such times as the President or any two Trustees may request. A notification of the meetings, specifying the time and place, shall be given by the Secretary, by delivering the same to each Trustee personally, by mail or phone at least one day previous to the time specified of such notice, and three Trustees shall constitute a quorum.

ARTICLE XI

The President shall preside at all meetings of the Association and Board of

Trustees, regulate their proceedings, preserve order and have a casting vote. He/She shall appoint the Committees, unless otherwise directed by the members. He/She shall sign all Certificates of Ownership made by the Association. He/She shall see that all laws, rules and regulations relating to the Cemetery are faithfully observed.

ARTICLE XII

The Vice President shall, in the absence of the President, discharge all his/her duties.

ARTICLE XIII

The Secretary shall keep a correct record of all the proceedings of the Board of Trustees and all meetings of the Association, which record shall at all times be open to the inspection of any member of the Association, and shall be considered the property of the Association.

The Secretary shall also give notices of the annual, the monthly and all special meetings.

ARTICLE XIV

The Treasurer shall be custodian and have charge of all funds and securities of the Association with Trustees recommendations.

ARTICLE XV

There shall be such Committees, either temporary or permanent, as the Board of Trustees shall from time to time determine necessary. Any such Committee shall be appointed by the President from the body of the Association

ARTICLE XVI

All conveyance of burial lots shall be under the seal of the Association, executed by the President and Secretary. They shall be made subject to the conditions and limitations and with privileges specified in the rules and regulations that are now in force or that shall from time to time be adopted by the Board of Trustees, for the regulation and government of the Cemetery

ARTICLE XVII

The Board of Trustees shall at each annual meeting make a report to the members of their doings, and of the management and condition of the property and concerns of the Association.

ARTICLE XVIII

The Secretary shall, upon the sale of one or more graves, give to the purchasers thereof a Certificate of sale identifying the following items:

- 1.) The Certificate number
- 2.) Purchaser's name
- 3.) A legal description of the property involved
- 4.) Amount paid
- 5.) The date of the sale
- 6.) The signatures of those officers attesting to its authenticity
- 7.) A statement advising the purchasers that ten percent of the monies received will go into the Perpetual Care Fund.

The Secretary shall also keep a stub for each Certificate so issued indicating the salient information thereon and shall mark on the Plat of the Cemetery the property sold and to whom.

ARTICLE XIX

The Certificate issued under Article XVIII may be assigned to another. Such assignment may be by separate instrument, or may be endorsed on the back of the original Certificate. Upon such assignment being presented to the Secretary, said Secretary shall take up such original Certificate and the assignment thereof, and issue to the assignee in lieu thereof a new Certificate as in Article XVIII provided. No future consideration to the Association for such transfer being required, provided, the Secretary shall receive from such assignee, as a fee for recording such assignment, an amount as currently established by the Board of Trustees.

The Secretary shall, in a book kept for that purpose, record in full such Original Certificate together with the assignment the date of the recording, and the book and page where recorded, attested by his/her name. The Secretary shall also, on the record kept by him/her of the issuance of such Original Certificate, indicate the fact of such assignment and the name of the assignee, together with a reference to the book and page where such recorded assignment may be found.

ARTICLE XX

The Board of Trustees may, in their discretion, accept from a Lot owner an assignment of his/her Certificate of purchase, and may pay said owner in consideration therefor, a sum not to exceed the amount originally paid to the Association for the Lot or unused graves described in said Certificate including any amounts allocated as Perpetual Care Fund. No funds will be withdrawn from Perpetual Care accounts. The purchase of said lot shall be from operating accounts only. The resale of said lot shall be treated as an original lot sale as in Article XVIII and XIX. The title to said repurchased lot shall thereupon rest in the Association and may be resold by them at the same or a different price. In the First Addition, when the Association buys back graves, it may offer up to 50% more than the original owner paid for each grave.

The Secretary, with the approval of the Trustees, may publish a notice to Lot owners of unpaid Perpetual Care assessments for the purpose of re-claiming unused grave

spaces in Greenwood Cemetery. Said notice is to be published in a legal newspaper in Wayne County. The above procedure to follow written procedures as set forth in the Statutes of the State of Nebraska. Said lots or portions thereof may then be resold by the Association and a new Certificate of title shall be issued.

ARTICLE XXI

These bylaws may be enlarged, altered or amended at any meeting of the Association, the members thereof having been duly notified for that purpose, and two-thirds (2/3) of the members present voting for said alteration or amendment.

ARTICLE XXII

There shall be established a separate fund hereinafter referred to as the "Perpetual Care Fund". Ten percent of the monies received from the sale of graves is to be deposited in this fund, with the interest received therefrom available for the maintenance expenses of the Cemetery. The principal deposited in this fund is not to be used for any purpose except for the generation of interest. Ten percent of the monies received from lot sales exceeds the minimum amount mandated by the Governing Statutes of the State of Nebraska.