

BY-LAWS

ARTICLE I--PURPOSES

This Association is organized for the purposes of perpetuating the care, control, and operation of Transport Cemetery and the acquisition and care of funds necessary therefor.

ARTICLE II--FISCAL YEAR

The fiscal year of the Association shall commence on May 1 of each year and end on April 30 of each year.

ARTICLE III--MEMBERSHIP

Any person who has a relative buried in, or who has a relative who desires to be buried in, or who himself desires to be buried in Transport Cemetery, shall be eligible to qualify as a Member of the Association.

A. The Members of the Association shall consist of those persons who have contributed \$25 or more to Transport during the Association's fiscal year. No one may pay the membership of another person. Detailed records shall be kept of paid Memberships and other donations by year date, and Certificates of Membership shall be issued to persons who qualify. Persons eligible to vote at a Membership meeting shall be certified to the Board of Directors 20 days prior to a scheduled meeting.

B. The Members of the Association shall elect the members of the Board of Directors at the annual meeting in May 2001 and each year thereafter.

ARTICLE IV--BOARD OF DIRECTORS

Members of the Association who have grandparents, parents, siblings, or children buried in the Cemetery are eligible for election to the Board of Directors.

The Board of Directors shall consist of nine members of the Association selected by the Members of the Association. Directors shall be elected for three-year terms--three to be elected each year by the vote of the Members present.*

A. The Board shall meet annually at Transport Cemetery for the purpose of electing officers of the Board and for the transaction of other business as may be properly brought before the meeting. It shall meet on May 30 of each year when May 30 falls on Saturday. When May 30 does not fall on Saturday, the annual meeting shall be held on the Saturday preceding May 30. Another annual meeting of the Board shall be held during the fourth week in January.

B. Meetings of the Board shall be called by the President or Vice President, and a meeting must be called on receipt of a written request by a majority of the Board members.

C. Notice of Board meetings shall be mailed - stating the time, place, and purpose(s) thereof - to each member of the Board not less than ten days before the meeting. Under urgent circumstances the telephone can be used.

D. No business transacted at a Board meeting shall be valid without the approval of a majority of the Board members.

E. Any vacancy occurring on the Board after 2001 shall be filled by the Members of the Association at the following annual meeting.

F. Members of the Board shall not receive any stated salary for their services on the Board. The Board shall have power to contract for and to pay a Board member rendering unusual and specified services compensation appropriate to the value of the services.

* In initiating the new election system at the May 2000 meeting, members of the Board shall draw lots to determine the length of their terms of office effective beginning May 30, 2000. The Members of the Association shall elect three Board members at the 2001 annual meeting, and each year thereafter.

G. A written financial report shall be made at each annual meeting, including detailed data on expenses, sources of income, cash on hand, and investments.

ARTICLE V--AMENDMENTS

The Board of Directors shall have power to amend or repeal the By-Laws of the Association by affirmative vote of a majority vote of all members of the Board, provided that written notice of the proposed changes is given to each member of the Board no less than two months prior to the annual or special meeting at which the proposed change is to be considered.