

BY LAWS
OF
THE PLANO MUTUAL CEMETERY ASSOCIATION

Preamble to the Original By Laws

WHEREAS, upon the 2nd day of June, 1928, the Plano Mutual Cemetery Association was incorporated for the purpose of providing a permanent organization for the maintaining, caring for and control of its cemetery located about one mile northeast of Plano, Texas, and for the further purpose of beautifying and making more attractive the City of our dead, thus giving expression to the finer feelings of our hearts toward the memory of those who, though dead, still have a sacred place in our lives, and to encourage all who have such feeling to pay a liberal loving tribute to those who sleep in this cemetery, either by cash contributions or by provisions in a will, making it certain that this sacred place will always be cared for and kept beautiful, and

WHEREAS, there is a necessity for some rules and restrictions concerning the future governing of that corporation:

Section 1 – Name

The name of the organization shall be The Plano Mutual Cemetery Association, Inc., hereinafter sometimes referred to as “PMCA”

Section 2 – Purpose

The purpose of The PMCA shall be to own, operate and maintain a not for profit cemetery at the northwest corner of the intersection of Jupiter Road and East 18th Street in Plano, Collin County, Texas.

Section 3 – Membership

The owners of the full size burial spaces, whether in-ground, columbarium or mausoleum, hereinafter collectively referred to as “burial spaces”, shall be deemed members of the PMCA. Owners of “babyland” or children’s spaces do not qualify unless the owners thereof have purchased additional spaces or made contributions to the endowment fund, which in the aggregate, total or exceed the cost of a full burial space. Additionally, members of the Plano Lodge #768 AF&AM as well as those who have been assigned a burial space in the Forman Section, who have individually contributed to the endowment fund an amount equal to the cost of a full size in-ground burial space, as determined from time to time by the Board of Directors, shall be considered members. (Provided, however, that until the November 2012 Annual Meeting, the required aforesaid mentioned contribution shall be \$1000.00). (After November 30, 2012, this temporary provision shall be deleted from the By Laws).

Section 4 – Fiscal Year

The fiscal year of the PMCA shall be the calendar year ending each December 31.

Section 5 – Meetings

There shall be a regular annual meeting of the members of the PMCA for the selection of directors and the transaction of other legitimate business held during the month of November of each year. The date, time and place of said meeting shall be determined by the Board of Directors and notice shall be given by publication in the Plano Star Courier, or its successor, and also by posting a sign near the entrance to the cemetery at least two weeks in advance of such meeting. A quorum for such annual meeting shall be those in attendance at the duly noticed time and place.

Section 6 – Voting

Each member, as hereinbefore defined, shall have one vote at the annual meeting, provided that co-owners of more than one space or co-contributors of the cost of more than one space shall be entitled to one vote each. No member shall be entitled to more than one vote. Voting by proxy is prohibited. A double depth burial space shall be considered a single burial space for purposes of this section.

Section 7 – Board of Directors

There shall be five directors of this corporation, each of whom must be qualified as a voting member of the PMCA, before (s)he can hold that office. The directors elected at the November 2012 meeting shall be elected for one, two, three, four and five year terms respectively. Thereafter, each director shall be elected for five years, only one director being elected each year. If no elected director shall be a member of the Plano Lodge #768 AF&AM then a representative selected by said Lodge shall be a non-voting member of the Board of Directors. Likewise, if no Director shall be a person with an assigned burial space in the Forman Section a non-voting member of the Board of Directors shall be selected by those persons who have assigned spaces in the Forman Section. In the event of a vacancy on the Board of Directors of a voting member, caused by the death, disability or resignation, a replacement for the unexpired term only, shall be elected at the next meeting of the members of the PMCA.

Section 8 – Meetings of the Board of Directors

The Board of Directors shall hold periodic meetings at the call of the president, (but not less than semi-annually). Notice of each meeting of the Board of Directors shall be given not less than 15 days in advance by mail, e-mail or fax. The presence of three of the directors at such meetings shall constitute a quorum for the transaction of the business of the PMCA. Meetings may also be called by three or more members of the

Board, provided notice as described above is given by them of the time and place of the meeting to the other members of the Board. The Board of Directors may from time to time establish and terminate special committees for the assistance in the management of the cemetery. For example: Landscaping; the Forman Section Committee; Investment Committee, etc.

Section 9 – Governing Body

The Board of Directors shall govern the affairs of the PMCA and shall be empowered to take such action as may be required to carry out the purposes of the PMCA.

Section 10 – Officers

The officers of the PMCA shall be a President, Vice-President and Secretary/Treasurer. They shall be elected at the first meeting of the Board of Directors held after each Annual meeting and shall hold their offices until their successors shall be elected.

Section 11 – Duties of President and Vice-President

The President shall preside at all meetings of the Board of Directors, and shall execute all contracts and deeds in the name of the PMCA. If he/she is a signatory of the funds of the PMCA, the provisions for a Bond as described in Section 12 herein shall also apply to him/her.

In the absence of the President, the Vice-President shall perform such duties.

Section 12 – Secretary-Treasurer

The Secretary-Treasurer of the corporation shall be custodian of all the records, papers, deeds, and vouchers belonging to the corporation, shall keep the minutes of all meetings, both of the Board of Directors and the annual meetings of the members, shall attend to all correspondence of the corporation; shall have charge of all money, notes and assets of value belonging to said corporation, and shall make detailed reports of all moneys received and disbursed by him/her to regular meetings of the Board; he/she shall pay out money of the corporation only upon order of the President or Board of Directors; and shall perform such other duties as are usually done by secretaries or treasurers of like organizations.

At the option and discretion of the Board of Directors he/she shall be required to give bond, paid for by the PMCA immediately after his/her election, in twice the value of

the cash and investments of the corporation; the value of the assets being determined as of July 1st of the year in which the bond is set.

Section 13 –Burial Spaces

The Board of Directors shall have the power to establish the price and terms for which each burial space shall be sold, and may alter such prices, or terms, at any regular meeting.

The burial spaces in the cemetery shall not be transferred or conveyed to the buyers thereof in fee simple, but the right to use such spaces for the purpose of sepulcher only shall be transferred to said persons and their heirs.

The transfer of the right of sepulcher from the PMCA to the buyer shall be in the form of a short deed, transferring the right of sepulcher in the space to the buyer and his heirs. Such right of sepulcher may be assigned by said buyer to another only upon the written approval of the President. Said deeds or Quit Claims shall be signed by the President and attested by the Secretary-Treasurer.

Section 14 –Plano Lodge # 768 AF&AM

Members of the Plano Lodge #768 AF&AM and their spouses are entitled to free burial spaces in the Masonic section, located in the northwest corner of the cemetery, by virtue of the Deed from the said Lodge to the PMCA. A certificate from the Secretary of the said Lodge must be presented to the Secretary-Treasurer showing that the person to be buried is a member, or spouse of a present or former member, of the local Lodge in good standing prior to burial. There shall be no pre-need assignment of burial spaces.

Section 15 – Forman Section

The Forman Committee, composed of five descendants of William Forman, shall be appointed by the Board of Directors to determine who shall be entitled to a free burial space in the Forman Section of PMCA located in the northeast corner of the cemetery. Persons who have been or shall hereafter be assigned a burial space in the Forman section must present to the Secretary-Treasurer a certificate from the Forman Committee showing that he is entitled to the free space above referred to.

Section 16 –Allocation of Sales Price

Of the funds obtained from the sale of the right of sepulcher in the burial spaces, seventy-five percent shall be placed into an Endowment Fund for the permanent care of the cemetery. The other twenty-five percent and the interest or income from the

aforementioned Endowment Fund shall be deposited into an Operating Fund to be used for the current expenses of the cemetery. Upon a minimum 4/5 affirmative vote of the Board of Directors, up to the greater of \$ 25,000 or 5 % of the Endowment Fund may be transferred to the Operating Fund, annually, to be used toward current expenses of the cemetery.

Section 17 – Investment Policy

All Endowment Funds and bequests, gifts or trusts of money or property given to this corporation for the permanent care of the cemetery shall be invested in such debt instruments or equities as the Board of Directors may deem prudent, unless the trust, gift or bequest shall otherwise provide.

Section 19 –Removals

None of the bodies or cremation remains now buried or placed in a columbarium or mausoleum or that may hereafter be buried shall ever be removed therefrom without complying with the regulations of the Board of Directors concerning the removal of same.

Section 20 –Plantings

No trees, shrubbery, flowers or other small plants or borders or ornamentation may be planted or placed upon burial spaces except under the supervision of the Board of Directors. Such planting and/or borders and ornamentation placed without approval of the Board of Directors may be removed at any time at the discretion of the Board of Directors with or without notice.

Section 21 –Monuments

The Board of Directors shall promulgate Rules and Regulations for the installation of all monuments that may hereafter be placed in the cemetery. The location and foundation requirements shall be approved by the person appointed by the Board to oversee the installation in accordance with the rules so established.

Section 22-Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the conduct of business of the PMCA in all cases in which they are applicable and which are not in conflict with the By Laws of the PMCA and any other special rules of order adopted by the members of the PMCA.

Section 23-Amendments

These By Laws may be amended or revised at any general meeting of the PMCA by two-thirds affirmative vote of the members present and voting provided notice of the proposed amendment or revision has been given by appropriate signage at the entrance to the cemetery that copies of said amendment or revision may be picked up at Ted Dickey Funeral Home directly across 18th Street to the south of the cemetery. Said signage shall be placed at for at least 30 consecutive days prior to the date of the general meeting.

Section 24-Dissolution

In the event dissolution of the PMCA appears desirable or necessary, the Board of Directors shall adopt a resolution recommending dissolution of the PMCA, together with a plan for distribution of assets. The President shall transmit the proposals to the members who have attended the last three general meetings as well as give notice in the same manner provided for the amendment of the By Laws. Upon the dissolution of the PMCA, any assets shall be applied to final payment and discharge of all liabilities and obligations of the PMCA. Any remaining assets, if any, shall be distributed in accordance with the plan adopted by the Board of Directors. No portion of the PMCA's assets shall be conveyed to any individual or to any for-profit organization or firm.

These Revised By Laws of the Plano Mutual Cemetery Association were:

Approved as to Form for submission to the Stockholders' meeting of April 30, 2012 by the Board of Directors on March 8, 2012.

Made available by Notice given to the Members in accordance with the existing By Laws on April 19,22,26,and 29, 2012 and by sign posted at entrance to Cemetery on March 30, 2012.

Adopted by the affirmative vote of two thirds of the members present at the regular annual meeting on April 30, 2012.

To be effective May 1, 2012.

Nathan E. White, Jr. President

Nancy J. Porter, Secretary