

THE BUECHE CEMETERY, INC.
A Not for Profit Corporation

BY-LAWS

Article I: Name

The name of this corporation is The Bueche Cemetery, Inc., hereinafter referred to as "The Cemetery".

Article II: Purpose

The purposes for which the corporation has been formed are described in the Articles of Incorporation:

Article III: Membership

Section 1:

The Board of Directors (hereinafter referred to as the "Board") is the governing body of the corporation. The policy of the Cemetery shall be set by the Board who shall be ultimately responsible, in their corporate capacity, for all matters related to the Cemetery. Directors shall serve until they are replaced or resign.

Section 2:

The Board shall be composed of not less than 3 but not more than 9 voting Directors, not including advisory members, who shall serve without voting privileges. To be eligible for Directorship, an individual must be a Descendant of Abraham L. Bueche.

Section 3:

Directors shall serve for two-year terms, with the exception of the initial terms. Directors shall be eligible for re-election, except that of the Directors of the first elected Board, one-third shall hold office for a period of one year, one-third shall hold office for two years, and one-third shall hold office for a period of three years, as determined by lot. The length of the initial terms is intended to establish a staggering of term ending dates so that one-third of the Board positions will be open to election each year.

Section 4:

Vacancies on the Board occasioned by expiration of term shall be filled by a majority vote of the Directors at a meeting prior to the beginning of each fiscal year. There shall be a Nominating Committee of (3) three individuals appointed annually by the President of the Board. The Nominating Committee shall meet no later than one month before the annual meeting and advise the Board of nominees for election the following month. The election will take place at the annual meeting, one month after the nominees are announced.

When, for any reason, a Director shall relinquish Directorship before expiration of the term, the remaining Directors shall appoint a successor for the unexpired portion of that term.

Section 5:

Any Director who misses three consecutive Board meetings may be removed upon approval of the majority of the Board.

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Section 6:

Regular meetings of the Board of Directors shall be determined by the President of the Board and a majority of the Board of Directors and at a time and place designated by the Board. The Board shall hold a minimum of one Board meeting per year.

Section 7:

Special meetings of the Directors may be called by the President or any three Directors by notifying all members of the Board at least ten (10) days in advance of the date of such called meetings.

Section 8:

Advisory Directors may be appointed by the President with the approval of the Executive Committee to serve a one-year term. They shall be individuals who provide service or expertise to the Cemetery. Each Advisory Director shall have the right to attend and address meetings of the Board of Directors but shall have no right to vote. The number of Advisory Directors shall be determined by the Executive Committee.

Section 9:

Ex-officio Directors are to serve one-year terms. The ex-officio Directors shall have the right to attend and address meetings of the Board of Directors but shall not have the right to vote except for the immediate past President who shall have the right to vote. The ex-officio Directors shall represent entities that are important to the future of the Cemetery, such as the City of Windcrest, Bexar County, the San Antonio Conservation Society, or others identified by the Board of Directors.

Section 10:

Honorary Directors are elected by the Board of Directors. They serve a one-year term which may be renewed annually. Honorary Directors shall have the right to attend and address meetings of the Board of Directors but shall have no right to vote. Honorary Directors are individuals recognized for special service to the Cemetery, and are sometimes publicly elected officials.

Section 11:

The Directors may elect "Governors." Governors may attend meetings of the Directors and shall have no voting rights. Governors may also be Directors. Governors will serve a one-year term which may be renewed annually.

Section 12:

Contributors to the Cemetery are called "Friends." Friendship classifications, entitlements, and qualifying fees shall be set by the Board. "Friends" and other members shall have no voting rights and shall be affiliated members by virtue of the requirements for entry into the organization as a member which is set out in the corporation's Bylaws at Article III, Section 13. The term of the position will be established by the Board and reviewed annually.

Section 13:

Fifty percent (50%) plus one of the voting members of the Board shall constitute a quorum for the transaction of business.

Section 14:

Any transaction may be adopted and approved without a Board meeting by the written approval of a 2/3 majority of the Directors.

Section 15:

Any Exigent Transaction, involving safety and/or liability, may be executed by any Officer of the Corporation. Any actions performed under this clause must be ratified by the Board within 30 days through a formal meeting or written approval.

Section 16:

All transactions adopted and approved by the Board must be consistent with local, State and Federal laws and other agreements adopted by the Board.

Article IV: Executive and Other Committees

Section 1:

The Executive Committee shall consist of the President of the Board, Vice-President of the Board, the Secretary, the Treasurer and the immediate past President. The Executive Committee shall have full power and authority to take or authorize any emergency action for the Cemetery, in its name and on its behalf, which could be taken or authorized by the Board at a regular meeting.

Section 2:

The Board shall appoint such other committees as from time to time may be deemed necessary to conduct the work of the Cemetery. The President, or in his/her absence, the vice-President of the Board shall serve as ex-officio members of all such committees except for the Nominating Committee. These committees shall be responsible to the Board and shall not act in name and on behalf of the Cemetery without the prior approval of the Board.

Article V: Officers

Section 1:

The Officers of the corporation shall be President, Vice-President, Secretary, Assistant Secretary and Treasurer. All must be Directors of the Cemetery. Nominees for officers shall be made by the Nominating Committee. The officers shall be elected by the Board at its annual meeting and shall hold office for the ensuing fiscal year. As may be deemed necessary or advisable from time to time, the Board may (1) combine two or more of the aforementioned offices; (2) split any one of the offices into two or more offices; (3) provide additional offices; or (4) abolish any of those offices. The following are founding Officers for the Cemetery:

| | |
|-----------------------------|---------------------|
| Frederich A. Bueche III | President |
| Don W. Ackermann | Vice President |
| Elizabeth A. "Betty" Bueche | Secretary |
| Linda Carol Chilton-Majda | Assistant Secretary |
| Elton A. "Chip" Bueche, Jr. | Treasurer |

Section 2:

The duties of the officers shall be determined by the Board. In general, they shall be as follows:

- (a) The President shall be the chief executive officer of the corporation and shall represent the Cemetery in all official matters. The President shall also perform such other duties as may be assigned from time to time by the Board.

- (b) The Vice-President shall function under the supervision of the President. The Vice-President shall also perform such additional duties as may be assigned by the Board. The Vice-President shall perform the responsibilities of President in their absence.
- (c) The Secretary shall be subject to the authority of the Board, and shall have such powers and authority as shall be delegated by the Board. The Secretary shall keep a record of all meetings of the Board and records of Friends, and shall keep in safe custody the corporate seal of the corporation. The board may appoint an Assistant Secretary who may act in the absence or unavailability of the Secretary and shall have all the powers and authority delegated to the Secretary. The Secretary is the 3rd leadership succession after the President and Vice-President.
- (d) The Treasurer shall be subject to the authority of the Board, and shall have such powers and authority as shall be delegated by the Board. The Treasurer shall keep full and accurate accounts of receipts and disbursements of the cemetery and shall submit to the Board an annual statement thereof. The Treasurer shall serve as the Chair of the Finance Committee.
- (e) The duties and functions of other officers elected or appointed by the board shall be subject to the authority of the Board, and shall have such powers and authority as shall be delegated by the Board.

Section 3:

Any officer or Director elected or appointed by the Board may be removed with or without cause by a majority vote of the Board when, in their judgment, the individual is viewed to be harmful to the short-term or long-term interest of the Cemetery.

Section 4:

With the prior approval of the Board of Directors, any officer or Board member may hire staff person(s) to assist the Officers and Board with the day to day operations of the corporation. Staff compensation shall be set by the Board of Directors.

Section 5:

Duties and function of the Manager shall be established by the Board. The Manager will be responsible for the on-going operation of the Cemetery, to include but not limited to: monitoring ground maintenance, coordinating burials, and lot sales. The Board may appoint an Assistant Manager who may act in the absence or unavailability of the Manager and shall have all the powers and authority delegated to the Manager.

Article VI: Amendment

The Bylaws may be amended, revised or repealed by a 2/3 majority approval by a Quorum of the Members of the Cemetery in attendance at the Annual Meeting, to include returned proxies. Amendments, revisions or repeals can be proposed at any meeting of the Board, but the Board shall not take action thereon until a subsequent meeting with the members is held not earlier than twenty-eight (28) days subsequent to the meeting at which any such amendment, revision or repeal was proposed. The Secretary shall give each Member, due and proper notice, in writing, of the meeting at which action is to be taken upon any proposed amendment, revision or repeal.

Article VII: Fiscal Year

The fiscal year of the corporation shall end with the last day of December of each year.

Article VIII: Seal

The corporate seal shall have inscribed thereon, "The Bueche Cemetery, Inc., 1892, Texas".

Article IX: Dissolution

Upon dissolution of the corporation, its assets shall be transferred to the City of Windcrest for the benefit of the general public in furtherance of the preservation of the Historical nature of the Cemetery.

Article X: Indemnification of Directors and Officers

Any Director or Officer or former Director or Officer of the corporation shall be indemnified by the corporation against expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceedings, civil or criminal, in which he or she is made a party by reason of being or having been such Director or Officer, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for, or guilty of, negligence or misconduct in the performance of duty.

Article XI: Annual Meeting

The Annual Meeting will be held each year with a minimum of 30 days written notice to the Membership of the Cemetery. The Secretary is responsible for ensuring proper notice to the Membership. The Annual Meeting will communicate at a minimum: all major activities for the prior year, the year end financials, and balances of all endowment accounts. A Quorum at the annual meeting defined as a quorum of the Board of Directors, plus five (5) additional at large members. Written proxies, assigning voting-writes to a director or other Member, or casting an absentee vote for a resolution will count as a member in attendance.

Article XII: Qualifications for the Purchase of Burial Plots

Plots are available for sale to Descendants of Abraham L. Bueche. Unused plots are inherited by the Descendants of the original owner unless explicitly stated otherwise in writing. The use of an inherited plot will be allocated on a first serve basis. The Cemetery will not resolve conflicts between plot heirs.

Non-Descendant Existing Plot Owners, living as of June 30, 2004, may purchase plots for their Non-Descendant Immediate Heirs only.

Article XIII: Qualifications for Burial

The right to be buried in the Bueche Cemetery is restricted to the Descendants of Abraham L. Bueche, and the spouses, children, parents, step parents, grandparents, and in-law parents of the Descendants of Abraham L. Bueche. Adopted children of Descendants of Abraham L. Bueche are considered Descendants of Abraham L. Bueche for the purpose of purchase and burial.

The Board desires that Non-Descendant Plot Owners use their plots for the burial of themselves, family members, and their descendants.

Any resale of plots to a non-Descendant of Abraham L. Bueche must be approved by the Board.

Any burial request that is not listed in this section must be submitted and approved by the Board.

Article XIV: Sale of Plots

The Board will document formal rules and procedures for the sale of plots and the proceeds generated from these sales.

Article XV: Formal Annual Budget

The Finance Committee will establish a formal budget no later than January 1 of each year for Board Approval. Finance Committee will track actual expenses against the budget throughout the year. Year ending financial statements will be audited annually by a Certified Public Accountant (CPA).

Adoption

The foregoing amended and restated Bylaws of this corporation are adopted by the Directors of the Cemetery on _____, 2004.

Definitions

Descendant – Defined by the Consanguinity Laws of the State of Texas.

Non-Descendant Existing Plot Owners – Defined as any non-Descendant of Abraham L. Bueche that has purchased or inherited one or more plots in the Bueche Cemetery.

Non-Descendant Immediate Heirs – Defined as the son, daughter, adopted son, adopted daughter, son in-law, or daughter in-law. All other relatives and heirs are specifically excluded.

Member – A Member is defined as any Descendant of Abraham L. Bueche; any person related to a Descendant through marriage or adoption; any person owning a plot within the Cemetery; or any person that is an heir to a plot.

Nominating Committee – A three member committee established by the Board to establish a set of nominations for Board positions.

Notice – Formal notification of a Cemetery meeting normally sent in writing.

Writing – A form of notification by U.S. Mail, currier mail, fax, or email.