

BY-LAWS
OF
Friends of the Warren Ferris Cemetery

Article 1.

Definitions

Section 1.01 Name. The “Corporation” shall mean: “Friends of the Warren Ferris Cemetery”, its successors and assigns.

Section 1.02 Board. The “Board” shall mean the Board of Directors of the Corporation. “Directors” shall mean members of the Board of Directors.

Article 2.

Purposes, Objectives, and Governing Instruments

Section 2.01 Mission of the Charitable and Educational Organization. The purposes of the Corporation, as set forth in the Articles of Incorporation, are exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law (“Section501(c)(3)”. In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes, as set forth in the Articles of Incorporation and these Bylaws. The specific purposes of the Corporation:

Located in Dallas’s Forest Hills neighborhood on the original homestead of pioneer Warren Angus Ferris, the 1847 Ferris Historic Cemetery is the final resting place of prominent early settlers. It is the mission of the Friends of the Warren Ferris Cemetery to recognize and honor those buried there, to design and execute a landscape restoration plan and to beautify and maintain the landscape to the standards of a certified wildlife & monarch butterfly way station, to secure the funds, report historic findings, and hire the necessary staff to continue the ongoing project.

Section 2.02 Governing Instruments. The Corporation shall be governed by its Articles of Incorporation and its Bylaws.

Section 2.03 Nondiscrimination Policy. The Corporation will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, sexual orientation, physical handicap or disability, or any other basis prohibited by law.

Section 2.04 Limitations on Activities. No part of the activities of the Corporation shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the Corporation operate a social club or carry on business with the general public in a manner similar to an organization operated for profit.

Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal law.

Article 3

Membership

Section 3.01 Number. There shall be an unlimited number of members. Members consist of those who have paid their annual dues. Dues may be waived at Board discretion.

Article 4

Directors/Board

Section 4.01 Annual Meeting. A meeting of the membership shall be held annually at such place, on such date and at such time as may be fixed by the Board, for the purpose of electing Directors, receiving annual reports of the Corporation, and transacting any other business. The membership will be notified online of the time and place of the annual meeting.

Section 4.02 Number. The number of Directors constituting the Board shall not be less than five. At least fifty per cent of the ~~five~~ Directors shall be property owners of the Forest Hills Park Addition, at least fifteen per cent of the Directors shall be from the Forest Hills or Little Forest Hills neighborhoods, and at least ten per cent of the Directors shall be descendants of a person buried in the Ferris Cemetery.

Section 4.03 Election and Term of Officers. The initial Directors of the Corporation shall be those persons specified in the Certificate of Incorporation. The President shall appoint a nominating committee to present a slate of new Directors at the annual membership meeting. Directors shall hold their position for one year. There is no limit to the number of terms they may be re-elected. Each Director shall hold office until the next annual meeting of the membership and each Director's successor had been elected, or until his or her death, resignation, or removal.

Section 4.04 Powers and Duties. Subject to the provisions of law, the Certificate of Incorporation and of these Bylaws, but in furtherance and not in limitation of any rights and powers conferred, the Directors shall have the control and management of the affairs and operations of the Corporation and shall exercise all the powers that may be exercised by the Corporation. The fiscal year of the Corporation will be from January 1 to January 1 of the following year.

Section 4.05 Additional Meetings. Regular meetings of the Directors may be held at such times as they may from time to time determine. Special meetings may be called at any time by the President or by a majority of the Directors. Meetings of the Board of Directors are open to members of the Friends of the Warren Ferris Cemetery.

Section 4.06 Procedure. Meetings will make use of Robert's Rules of Order.

Section 4.07 Quorum. At any meeting of the Directors a quorum must be present to conduct business.

Section 4.08 Voting. At all meetings of the Board, each Director shall have one vote. The President may cast a vote only to break a tie.

Section 4.09 Action Without a Meeting. Any action required or permitted to be taken by the Directors without a meeting shall require written permission of a majority of the Directors.

Section 4.10 Resignation or Removal. A Director may resign from office at any time by delivering a resignation in writing to the Board. A Director may be removed for cause by vote of a majority of the Board, provided a quorum is present when the action is taken.

Section 4.11 Vacancies. A vacancy on the Board arising at any time and from any cause may be filled by the vote of the majority of Directors then in office at any Directors' meeting. A Director elected to fill a vacancy shall hold office for the unexpired term of his/her predecessor.

Section 4.12 Committees. The Board of Directors, by resolution adopted by a majority of the Board, may designate from among the Directors an Executive Committee, consisting of three or more Directors, to serve at the pleasure of the Board and, to the extent of the resolution, have the authority of the Board. The Board may form an Advisory Committee which shall not have voting privileges. The president may form committees to deal with specific issues. These committees may make presentations to the Board but do not have voting power.

Section 4.13. Participation by Technology. A Director may participate in a meeting of the Board by means of a conference call or any means allowing all persons participating in the meeting to hear each other at the same time. There may not be a proxy vote. Directors must be present, either physically or virtually.

Article 5.

Officers

Section 5.01 Election, Qualification, Term of Office. The Directors shall elect from their number officers which shall consist of President, Vice President, Secretary, and Treasurer. Each officer shall hold office for a term of one year and until such officer's successor has been elected, unless such officer shall have resigned or shall have been removed as provided in Sections 8 and 9 of this article.

Section 5.02 Vacancies. Any vacancy, occurring in any office, whether because of death, resignation, or removal, with or without cause or any other reason, shall be filled by vote of the majority of serving Directors.

Section 5.03 Powers and Duties of the President. The President shall be the Chief Executive Officer of the Corporation. The President shall preside at all meetings of the Directors and shall from time to time report on the operations of the Corporation. The President or his/her designee shall be responsible for hiring any staff deemed necessary to carry out the goals of the organization. The necessity for such hiring shall be voted on by the Board which may be done by Email approval of the majority. The president or the president's designee shall coordinate the volunteer services for the site.

Section 5.04 Powers and Duties of the Vice-President. The Vice-President shall preside at meetings of the Board when the President is absent and shall perform such duties as may be assigned by the Board of Directors.

Section 5.05 Powers and Duties. and Duties of the Secretary. The Secretary shall record and keep the minutes of all meetings of the Board, the minutes of the Corporation, and such books and records as the Board may direct.

Section 5.06 Powers and Duties of the Treasurer. The treasurer shall be the custodian of all funds and securities of the Corporation. When directed by the Directors, the Treasurer shall render a statement of the cash and other accounts of the Corporation and shall be responsible for entering regularly in the books accurate accounts of the receipts and disbursements. The Treasurer shall exhibit the books and accounts to any Director on request and shall perform any other duties assigned by the Board.

Section 5.07 Delegation. In case of the absence of an officer, or for any other reason the Directors may find sufficient, the Directors may delegate any part of the duties of any officer to any other officer.

Article 6

Bank Accounts, Checks, Contracts, Investments, Items Placed on the Property

Section 6.01 Bank Accounts, Checks, and Notes. The Directors are authorized to select banks or depositories deemed proper for the funds of the Corporation. They shall determine who will be authorized on the Corporation's behalf to sign checks, drafts or orders for payment of money, acceptances, notes or other evidences of indebtedness.

Section 6.02 Contracts. The Board may authorize any officer or officers of the Corporation to enter into any contract in behalf of the Corporation. Such authority may be general or specific. Unless so authorized, no Director, Officer, agent or employee shall bind the Corporation by any contract or pledge its credit or render it liable for any purpose or to any amount.

Section 6.03. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested from time to time in property (real or personal) or stocks, bonds or securities as the Board of Directors deem desirable.

Section 6.04 Dispersement. Any expenditure over \$250 shall have the approval of a majority of the Board. This approval may be made by Email agreement.

Section 6.05 Compensation. No member of the Board shall profit from any Board action. No Board member may be paid for any service rendered although she/he may be reimbursed for any verified expense. Should there be an issue in which a Board member has a conflict of interest, that member shall refrain from discussion or a vote on that matter.

Section 6.06. Gifts or Donations. All gifts other than monetary donations, shall have the approval of the Board before they may be accepted.

Section 6.07 Site Plans. All plans for the site, including but not limited to, events, placement of any signage, structure, monument, any design or archaeological investigation, must have the approval of the Board in advance of action.

Article 7.

Indemnification

Section 7.01 Indemnity Under Law. The Corporation hereby agrees to hold harmless and indemnify each of its Directors, officers, employees and agents (Indemnitee) from and against, and to reimburse these persons for all judgments, fines, liabilities, amounts paid in settlement and reasonable expenses, including attorneys' fees incurred as a result of pending or completed action, suit or proceeding, where civil, criminal, investigative, other than one by or in the right of the Corporation to procure a judgment in its favor. The Indemnitee shall present written evidence of such expenses to the Corporation in order to receive reimbursement.

Article 8.

Dissolution

The Corporation may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board that is consistent with the Certification of State law.

Article 9.

Amendments

These By-laws may be altered, amended, added to or repealed at any meeting of the Board called for that purpose by the vote of a majority of the Directors then in office.

Article 10

Construction

In case of any conflict between the Certificate of Incorporation of the Corporation and these By-laws, the Certificate of Incorporation shall control.

These By-laws were adopted at the meeting of the Board of Directors of Friends of the Warren Ferris Cemetery on November 2, 2019.