



## CORTLAND RURAL CEMETERY

Mail to: PO Box 288  
Cortland, NY 13045

Located at: 110 Tompkins Street  
Office open Monday-Friday, 8-12 p.m.  
607.756.6022  
Email: [contact@cortland-rural-cemetery.com](mailto:contact@cortland-rural-cemetery.com)

### **Bylaws of the Cortland Rural Cemetery Association** **As of February 10, 2016**

#### **Definition & Purpose**

The Cortland Rural Cemetery Association is a public, 501(c)13 non-profit, non-denominational cemetery corporation incorporated in 1853 and located at 110 Tompkins Street, Cortland, NY, 13045. The Cemetery's NYS ID is 12003; its Federal ID 15-0279170; the cemetery operates under the rules and regulations of the New York State Department of State, Division of Cemeteries. We are committed to being a diverse organization and an equal opportunity employer. The cemetery has a physical footprint of 44 acres, with approximately 19,000 existing grave sites, several acres of capacity for future lot sales/burials, and four physical structures (chapel, office/garage, superintendent's house, and staff house).

The primary mission of the cemetery is to provide a suitable environment for the memorialization of the deceased; to fulfill this mission, the cemetery sells lots, mausoleum spaces, and niches at published prices, in accordance with applicable laws, and with deeds being issued to lot holders. Secondly, the cemetery seeks to be an historic, natural, and cultural resource to Cortland and vicinity.

#### **Article 1: Association**

1.1 The Association is comprised of lot holders (aka: deed holders), each of which has a single vote which may be cast on Association matters that arise at the Annual Meeting, held in November of each year (see Article 2). In cases where a single lot is owned by multiple owners, such owners must elect a representative to cast their lot's single vote.

1.2 The Association is governed and represented by a duly elected Board of Trustees.

#### **Article 2: Annual Meeting of the Association (aka: Lot Holders)**

2.1 The Annual Meeting of the Association shall be held in November of each year, following the commencement of its fiscal year (November 1<sup>st</sup> through October 31). Presided over by the President of the Board of Trustees, the purpose of this meeting is to elect members of the Board of Trustees and to discuss, and as warranted, matters pertinent to the Association. The time and place of this meeting shall be announced in at least one newspaper published in Cortland County (in a public media chosen by the Trustees by vote) for a period of three



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consecutive weeks immediately preceding the Annual Meeting. Prior to the Annual Meeting, the Board of Trustees will submit candidates for possible election to the Board of Trustees (“Nominees”). Nominees may also be submitted by Lot Holders during the Annual Meeting or by write-in on an Absentee Ballot.

### **Article 3: Board of Trustees**

3.1 The Board of Trustees shall consist of a minimum of five and a maximum of sixteen members, who shall be duly elected by majority vote at the Annual Meeting. Trustees need not be lot holders, but must be residents of Cortland County and have, in the Trustee’s assessment, a genuine interest in the furtherance of the Cemetery’s mission and successful operation. The term of office for Trustees is three years.

3.2 The Board of Trustees is responsible for oversight of the Cemetery’s:

- operations (maintenance, facilities, personnel, rules, etc.)
- finances (sales, pricing, P&L, mandated reporting, fundraising, etc.)
- regulatory compliance
- strategies, policies, and procedures
- public outreach
- and other activities as required

3.3 The Board of Trustees shall be directed by an executive committee comprised of four officers: President, Vice President, Treasurer, and Secretary. Candidates for these offices may be nominated by motion by any Association Member or Trustee, and elected by majority vote of the Board. Election of the officers shall take place during the Annual Meeting of the Association. Those elected shall hold office until the next Annual Meeting of members. If a vacancy occurs among the Officers between elections, the President has discretion to fill such vacancy by appointment – or leave the position vacant - until the next annual meeting of the Association.

3.4 The Board of Trustees shall operate the cemetery and manage the affairs of the Association in such a way that burials are performed efficiently, the cemetery is a credit to the community, and the Association remains solvent. The actions of the Board shall conform to guidelines and regulations set forth by the New York State Division of Cemeteries and shall be subject to review by the membership at the Annual Meeting.



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3.5 The Trustees may, at their discretion, create committees to address or oversee specific functions or initiatives to the benefit the operation of the cemetery. These committees shall be approved by majority vote of the Board; shall be chaired by a Trustee and (elected by a majority committee member vote); and shall report monthly to the Board. At its discretion, the Board may also create committees composed of members of the community at large (aka: non-Trustees), to assist with special projects or initiatives.

3.6 A Trustee who misses more than 50% of the monthly meetings in a calendar year may be dismissed by a majority of the Trustees. Trustees wishing to resign must do so in writing.

### **Article 4: Officers**

4.1 The President shall set the agenda for, and preside over, all meetings of the Board. The President may call Board and Executive Committee meetings when deemed necessary. With input from all Trustees, and being ever mindful of the mission of the Cemetery, the President will set the strategic direction of the organization; act as primary liaison to the public, press, regulators, donors, and other stakeholders; and oversee the day-to-day operation of the cemetery via direct supervision of the Cemetery Supervisor.

4.2 The Vice President shall, in the absence of the President, perform any/all duties of the President as necessary.

4.3 The Treasurer shall keep the financial records and have check-writing authority, though the latter may be assigned to other Officers when required. The Treasurer will submit a printed monthly financial report at each monthly Board meeting, which will be thereafter filed at the Cemetery office. The Treasurer shall spearhead mandated financial reports for the organization (e.g. Federal tax filings, New York State Division of Cemeteries annual report, and files necessary to regular New York State Division of Cemeteries audits). The Treasurer shall also perform any other financial duties assigned by the President or the Board.

4.4 The Secretary shall keep minutes of all meetings of the Association and the Board of Trustees. The Secretary shall file any required legal notices, including that for the Annual Meeting. The Secretary will also perform any other clerical duties that may be required by the President or the Board.



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### **Article 5: Cemetery Supervisor**

5.1 A Cemetery Supervisor shall be an at-will employee reporting to the Board. The Cemetery Supervisor will direct the day-to-day operations of the cemetery, including:

- supervision of the cemetery full-time, part-time and volunteer staff;
- oversight of the maintenance of the cemetery, its facilities, and its equipment;
- management of lot sales, interments, monument installs, foundations;
- management of office functions (accounts receivable, accounts payable, other bookkeeping);
- burial recordkeeping, deed issuances, maps, plot research, funeral director relations, filings;
- supervision of contractors and suppliers;
- other tasks assigned by the Board President.

5.2 The Cemetery Supervisor shall submit a monthly report to the Board at its regular monthly meetings.

5.3 The Cemetery Supervisor shall communicate any immediate needs or problems to the Board President or other available officer.

### **Article 6: Indemnification of Trustees**

6.1 The Association shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.



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6.2 The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

6.3 No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

6.4 This Article constitutes a contract between the Association and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

### **Article 7: Conflict of Interest Policy**

7.1 Conflicts of interest arise whenever the personal or professional interests of a non-profit Board or Staff Member are potentially at odds with the best interests of the organization as a whole. Given the Cemetery's trusted role in the community; in light of several applicable New York State laws governing non-profits; and in order to protect our staff members, Trustees, and the Cemetery as a whole - the Cemetery shall avoid such conflicts and even the appearance of them by adopting and executing this policy. To wit:

7.1.(a) No member of the Board of Trustees shall derive any personal profit or gain, directly or indirectly, by reason of his or her relationship with the Cemetery. In those rare instances when goods/services may *only* be obtained through a company or organization affiliated with a current Trustee, the Trustee is obligated to make his/her interest known to the entire Board -- who must approve to allow the good/service to be procured by a majority vote. More specifically, it is the responsibility of the Trustee to:

- identify the potential conflict of interest
- not participate in discussion of the program or motion being considered
- not vote on the issue



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And it is the responsibility of the Board to:

- only decide to hire or contract with the Trustee if that person is the best qualified individuals available, and willing to provide the goods or services needed at the best price
- record in the minutes of the monthly Board meeting the potential conflict of interest, and the use of the procedures and criteria of this policy

*Additional note:* Although it is not a conflict of interest to reimburse Trustees for expenses incurred (such as the purchase of supplies), Trustees are prohibited by law from being paid for serving on the Board. Generally, Trustees will not receive pass-through dollars for individual projects.

7.1(b) Each individual staff member and Trustee shall disclose to the organization any personal interest which he or she may have in any matter pending before the organization and shall refrain from participation in any decision on such matter.

7.1(c) *Except* as it relates to a staff member's compensation package, no staff member shall derive any personal profit or gain, directly or indirectly, by reason of his or her relationship with the Cemetery.

7.1(d) All staff and Trustees shall refrain from obtaining any list of Cemetery customers/service providers/affiliates for personal or private solicitation purposes at any time during the term of their affiliation.

7.1(e) Current copies of this policy shall be signed by (each Trustee) and kept on file at the Cemetery office.

### **Article 8: Whistleblower Policy**

8.1 If any employee or Trustee reasonably believes that some policy, practice, or activity of the Cemetery is in violation of law, a written complaint may be filed by that employee with the President of the Board of Trustees. Should the complainant feel uncomfortable with filing said complaint with the Board President, for whatever reason, that person may alternatively file the complaint with other member of Trustees.

8.2 It is the intent of the Board of Trustees to adhere to all laws and regulations that apply to the organization, and the underlying purpose of this Whistleblower Policy is to support the organization's goal of legal compliance. The support of all employees and Trustees is necessary to achieving compliance with various laws and regulations. Employees and Trustees are protected from retaliation (as described below) only if the Employee or Trustee in question



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brings the alleged unlawful activity, policy, or practice to the attention of the President of the Trustees (or alternative, as above) and provides him/her with a reasonable opportunity to investigate and correct the alleged unlawful activity.

8.3 The Cemetery will not retaliate against an employee or Trustee who, in good faith, has made a protest or raised a complaint against some practice of the Cemetery, or of another individual or entity with whom the Cemetery has/had a business relationship, on the basis of a reasonable belief that the practice is in violation of law or a clear mandate of public policy.

8.4 The Cemetery will not retaliate against an employee who discloses or threatens to disclose to a supervisor or a public body any activity, policy, or practice of the Cemetery that the employee reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate or public policy concerning health, safety, welfare, or protection of the environment.

8.5 Current copies of this policy shall be signed and kept on file at the Cemetery office.

### **Article 9: Disclaimer and Revision**

9.1 If any provision of these Bylaws is found to violate public policy or statute, that specific provision shall not serve to negate any other provision of these Bylaws nor shall it invalidate the entire document.

9.2 These Bylaws may be amended at the Board's discretion. Any revision must be submitted at the Annual Meeting or at a regular monthly Board meeting, with a Board vote on said revision to be taken not less than 30 days from that meeting. (This period is to ensure full consideration of revision.) A two-thirds majority vote is required to pass.

*Approved at February 10, 2016 regular meeting of the CRC Board of Trustees*