

**BYLAWS**  
**OF**  
**PLEASANT VALLEY CEMETERY DISTRICT ASSOCIATION, INC.**

**ARTICLE I - Name and Offices**

The name of the association shall be PLEASANT VALLEY CEMETERY DISTRICT ASSOCIATION, INC., (The “Association” or “The Corporation” as used in context in these Bylaws). The initial office of the association shall be at 9501 W. 159<sup>th</sup> Street, Overland Park, Kansas 66085.

**ARTICLE II - Purpose**

The Corporation is organized pursuant to the Kansas General Corporation Code as a not-for-profit corporation. The purpose or purposes for which the Corporation is organized are exclusively charitable within the meaning of the Internal Revenue Service Code, Section 501(c)(13).

The purpose or purposes for which the Corporation is organized are exclusively for charitable, purposes, including, for such purposes, the operation and maintenance of the Pleasant Valley Cemetery located at 9501 W. 159<sup>th</sup> Street, Overland Park, in Johnson County, Kansas (the “Cemetery”), and in a manner consistent and subject to federal income tax laws, and regulations and the laws of the State of Kansas governing the operation of cemeteries as charitable organizations. The corporation shall seek to qualify as an exempt organization under Section 501(c)(13) of the Internal Revenue Code, or the corresponding sections of any future federal tax code.

The corporation will be owned and operated solely for the purpose of the disposition of human bodies by burial or human remains (cremains) by burial. The corporation will be owned and operated exclusively for the benefit of relatives of family members buried in the Cemetery and for the exclusive benefit of the individuals who purchase lots for bona fide burial purposes and not for purposes of resale. The Corporation is not permitted to engage in any business not necessarily incident to the purpose of providing for the disposal of human bodies by burial or burial of cremains. If the corporation should ever engage in the sale of monuments, markers, vaults, vases or flowers for use in the Cemetery, any profit from such sales must be used to maintain the Cemetery. The earnings, contributions or other income received by the corporation from any source will be disposed of only in one of the following ways: (1) the ordinary and necessary expenses of operating, maintaining and improving the Cemetery; (2) as a payment for the acquisition of cemetery property; and (3) for creating a fund to provide a source of income for the care of the Cemetery or a reasonable reserve for any ordinary or necessary purpose. No part of the net earnings of the corporation may inure to the benefit of any member or private shareholder of the Association, or any individual affiliated with the Association. Cemetery operations shall comply with Kansas laws governing cemetery operations except as exempted by the appropriate state authority.

### **ARTICLE III - Dedication of Funds**

This Association shall not be conducted for financial gain and no part of its earnings shall inure to the benefit of any member or private shareholder of the Association, or any individual affiliated with the Association. Any receipts of the Association in excess of the expenses of operating shall be placed in either an operating fund for future operational expenses, a reserve fund for designated repairs or improvements, or in a perpetual care trust dedicated for future operational expenses.

### **ARTICLE IV - Disposition of Funds in Event of Dissolution**

If at any time this Association should be dissolved, no part of its funds or property shall be distributed to or among its members, contributors, Directors, officers or any person as their private funds. Should the Association dissolve, after the payments of all indebtedness, all remaining assets of said association, including any perpetual care trust, shall be transferred to the City of Overland Park, Johnson County, Kansas, to be held in trust for maintenance of the Cemetery. In the event, after dissolution, the Association should be reactivated, the City of Overland Park, after reactivation is proven to its satisfaction, is hereby authorized to deliver such funds to the duly elected Directors. (Reactivation is hereby defined as whenever as many as ten (10) people who are or who become members of the Association, declare the Association reactivated by subscribing their names to a document stating that the Association is thereby reactivated.)

In the event that there is no reactivation, and the City of Overland Park, refuses to maintain the Cemetery or administer the Association assets, then the assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) or section 501(c)(13) of the Internal Revenue Code, or the corresponding sections of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose as approved by a Circuit Court of Johnson County, Kansas; for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### **ARTICLE V - Prohibition of Use of Funds for Political and Other Purposes**

No part of the net earnings of the corporation, or any assets of a perpetual care trust established for the Cemetery, shall inure to the benefit of, or be distributable to its members, Directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and contributions in furtherance of the purposes set forth in Article Four hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent United States Internal Revenue Law.)

## **ARTICLE VI – Membership and Meetings**

The owner of each burial right in the Cemetery shall be a member of the Association. Each member of the age of eighteen (18) years or more, present at the meetings of the membership (annual or called as provided herein), shall have one vote on all matters put before the membership of the Association. No voting by proxy shall be allowed. Notice of the annual membership meeting may be given by electronic transmission unless the member requests notice to be given in writing, and mailed to the Member's last known address. The annual membership meeting is held on the second Saturday in August, with the meeting held on the grounds of the Cemetery at 10:00 a.m. The determination of who is an heir of a member shall be consistently with Section 59-509 of the Kansas Revised Statutes, provided that no individual can be an heir of a member when the individual is three or more degrees removed from the member. A member can have only one heir who succeeds to the member's rights under these Bylaws. The President or a Director may call special meetings of the membership by notice to all of the members, with the notice to be mailed or emailed at least two weeks before the date of such special meetings.

## **ARTICLE VII - Funds and Financial Reports**

The Board of Directors shall present an annual financial report to the membership at the annual meeting each year. The Board of Directors are authorized to manage the financial affairs of the Association, including the right to invest the assets of the Association, advise the trustee of any perpetual care trust, to pay for necessary expenses, repairs, upkeep, and improvements at the discretion of the Board of Directors, and to invest the funds of the Association in operating, reserve, or perpetual fund accounts, including the right to accept contributions for specified purposes, provided such purposes are consistent with the purposes for which this Association is organized and operates.

Funds may be withdrawn from the Association's bank accounts or custodial accounts only upon the signature of the treasurer and either the president or the vice-president of the Association. With regard to distributions requested from any perpetual care trust, funds equal to the trust's current net annual income may be withdrawn only upon the signature of the treasurer and either the president or the vice-president of the Association. Any distribution of perpetual care trust principal can only be made upon the signature of the treasurer, president and all Directors, and only for purposes of improvements to the Cemetery.

## **ARTICLE VIII – Directors/Officers**

The Association shall have the following officers that shall be filled by a Director: a President, a Vice-President, a Recording Secretary, a Deeds Secretary, a Sexton and a Treasurer. The Officers/Directors shall be on a three-year rotation with one-third coming up for election/re-election at the annual Membership meeting.

## **ARTICLE IX - Board of Directors**

This Association shall have nine (9) Directors, each of whose terms shall be for three years. The terms of the Directors shall be staggered so that three Directors shall be up for election at each membership meeting. As of 2015, the members of the Board of Directors are:

- 1) Mike Flanagan
- 2) Dave Lundgren
- 3) Robyn Miller Forkner
- 4) Betha Regan
- 5) Dennis Kolell
- 6) Sharon Gulley
- 7) Mark Weeks
- 8) Jason Wormington
- 9) John Frownfelter

Nominations for any candidate for Director can be made from the floor at the annual membership meeting. Following the nominations, the Directors will be elected to serve for a three-year term by the members present. In the event of the death, resignation, or refusal to act of any Director, the other Directors shall elect his/her successor, to serve such unexpired term.

#### **ARTICLE X - Duties of the Officers**

The President shall preside at all meetings of the Association, the meetings of the Directors, and shall perform any and all other duties entrusted to him by the Board of Directors. In the absence of the President, the duties shall be performed by the Vice-President.

The Recording Secretary shall keep the minutes of the Association and shall perform such other clerical duties as deemed necessary by the Directors. The Treasurer, in conjunction with the other Directors, shall be responsible for all funds. He/she shall disburse all monies of the Association and provide financial statement at the annual meeting of the Association and to the Board of Directors as determined necessary by them.

#### **ARTICLE XI - Committees**

The President, with the approval of the Directors, shall designate such committees as he shall deem necessary to properly carry on the functions of this Association.

#### **ARTICLE XII - Amendments**

These by-laws may be amended at any annual or specially called meeting of the Association by a 2/3 vote of the members present and voting, but there must be at least 10 members present for a valid meeting to be held; provided that notice of the proposed amendment shall be sent to all members whose addresses are known.

#### **ARTICLE XIII - Quorum**

A quorum of five out of the nine Directors must be present before the Board of Directors can transact business. A majority vote of the Directors present at a meeting shall govern the actions of the Association. No meeting of the Directors shall sit for the transaction of business or the determination of any matter unless at least five (5) Directors are present.

**ARTICLE XIV -Cemetery Rules and Regulations**

All persons who are or become members of the Association agree to be and are bound by these by-laws and the Cemetery's rules and regulations, and by such amendments and additions to these by-laws and the rules and regulations as may be made in the future. After notice is given to members at an annual meeting, the Board of Directors may adopt rules and regulations that govern the use and transfer of a member's lot. Notice shall include a copy of the proposed rules and regulations. A copy of the rules and regulations shall be made available to members and to all individuals seeking to become a member and acquire one or more lots. The Directors shall have the authority to amend the rules and regulations after prior notice of the proposed amendments is provided to members at the annual membership meeting.

These by-laws were approved by the Directors of PLEASANT VALLEY CEMETERY DISTRICT ASSOCIATION, INC. this \_\_\_\_\_ day of \_\_\_\_\_, 2015.

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Michael Flanagan

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Dave Lundgren

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Robyn Miller Forkner

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