

AMENDED AND RESTATED BY-LAWS

OF

MOUNT OLIVET CEMETERY

ADOPTED AS OF OCTOBER 25, 2022

ARTICLE I

ANNUAL MEETING OF THE LOT OWNERS AND BOARD OF TRUSTEES

Section 1. Time and Place of Annual Meeting. The annual meeting of the lot owners of Mount Olivet Cemetery (the “Cemetery”) and Board of Trustees shall be held on the first Tuesday following the Thanksgiving holiday between the hours of 12:00 noon and 1:00 p.m. on the cemetery grounds located at 65-40 Grand Avenue, Maspeth, New York 11378.

Section 2. Election of Board of Trustees. The number of elected Trustees for the Cemetery shall be not less than five (5), except as provided in Article II. At each annual meeting, no more than two (2) Trustees shall be up for election for a term of three years. For avoidance of doubt, this means that at no time shall the Board of Trustees have more than two (2) Trustees up for election in any given year.

Section 3. Notice. Notice of the annual meeting of the lot owners shall be provided by the Board of Trustees not less than twenty-one (21) days in advance using a commercially reasonable method under the circumstances. Such commercially reasonable methods of notice shall include, but shall not be limited to, electronic mail, regular mail, overnight carrier, or publication in a local newspaper.

ARTICLE II – THE TRUSTEES

Section 1. Number; Vacancies. As long as there are five (5) Trustees, the resignation, termination or other vacancy of a Trustee need not be filled. If the number of Trustees falls below five, the vacancy shall be filled by appointment by the remaining Trustees for the remainder of the unexpired term. Such appointment shall be decided by a majority vote of the remaining Trustees.

Section 2. Regular Meetings. Meetings of the Board of Trustees may be called by the Chairman of the Board, the President, or any two members of the Board, on at least seven (7) days of advance written notice by way of electronic mail, regular mail, or overnight carrier.

Section 3. Special Meetings. Special Meetings of the Board of Trustees may be called by the Chairman of the Board, the President, or a majority of the Board, on at least two (2) days of advance written notice by way of electronic mail, regular mail, or overnight carrier.

Section 4. Place of Meeting; Waiver of Notice. Meetings of the Board of Trustees shall be held at such place as shall be designated in the notice of meeting. Any Trustee may participate in a meeting remotely or by telephone as reasonably necessary for the convenience of such Trustee, and participation by such remote or telephonic means shall constitute presence in person at the meeting. Notice of any meeting need not be given to any Trustee who signs a waiver of notice before or after the meeting.

Section 5. Quorum. Trustees holding a majority of the votes shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees.

Section 6. Action Without a Meeting. Any action required or permitted to be taken pursuant to a vote of the Board of Trustees may be taken without a meeting if, prior or subsequent to such action,

Trustees holding a majority of the votes consent in writing. Such written consent may be executed in counterparts or be provided by email, and shall be noted in the minutes of the Cemetery.

ARTICLE III – OFFICERS

Section 1. Election or Appointment of Officers. The Board of Trustees shall elect or appoint such officers, agents, and employees as it deems necessary to conduct the business of the Cemetery. This shall include, but shall not be limited to, a Chairman of the Board, President, Vice President, Treasurer, Secretary, Superintendent, and such other officers, agents, and employees as it shall deem necessary or desirable. One (1) person may hold two (2) or more offices, except that the person holding the office of Vice President shall not hold the office of Chairman of the Board or the office of President. If no Chairman of the Board is elected or appointed, the functions of this office shall be performed by the President.

Section 2. Term of Officers; Vacancies. The term for all elected or appointed officers shall be one (1) year. Any vacancy occurring among the officers, however caused, may be filled by the Board of Trustees for the unexpired portion of the term.

Section 3. Removal of Officers. Any officer of the Cemetery may be removed with or without cause (a) by resolution adopted by Trustees holding a majority of the votes present at any regular or special meeting of the Board of Trustees, or (b) by a written consent of a majority of the Trustees.

Section 4. Chairman of the Board. The Chairman of the Board shall be the principal executive officer of the Cemetery and shall preside at all meetings of the Board of Trustees. He shall be *ex officio* a member of all standing committees and shall see that actions of the Board of Trustees are carried out and put into effect.

Section 5. President. The President shall be the principal operating officer of the Cemetery and shall preside at all meetings of the Board of Trustees in the absence of the Chairman of the Board. At meetings of the Board of Trustees, the President shall report on all matters related to the operations of the Cemetery that in his or her judgment should be addressed at that particular time.

Section 5. Vice President. The Vice President, if any, shall perform such duties and have such authority as may be delegated to him from time to time by the President or by the Board of Trustees. In the absence of the Chairman or the Board and the President, or in the event of their death, inability, or refusal to act, the Vice President shall perform the duties and be vested with the authority of the Chairman of the Board and the President.

Section 6. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Cemetery, shall keep or cause to be kept regular books of account for the Cemetery and shall perform such other duties and possess such other powers as are incident to the office of Treasurer or as shall be assigned to him by the President or by the Board of Trustees.

Section 7. Secretary. The Secretary shall cause notices of all meetings to be served as prescribed in these by-laws or by statute, shall keep or cause to be kept minutes of all meetings of the Board of Trustees, and shall perform such other duties and possess such other powers as are incident to the office of Secretary or as are assigned by the President or by the Board of Trustees.

Section 8. Salaries. The salaries of all officers, agents, and employees of the Cemetery shall be fixed and determined by the Board of Trustees.

ARTICLE IV – COMMITTEES

Section 1. Appointment of Committees. The Board of Trustees may appoint committees of two (2) or more members to serve at its pleasure and address a particular subject matter from time to time.

Section 2. Powers. Any committee appointed by the Board of Trustees shall exercise the powers delegated to it by the Board of Trustees by written resolution.

Section 3. Meetings. Committees shall meet at the call of the Chairman of the Board or the President as often as business of the Cemetery shall require, and shall keep full minutes of their proceedings and submit them to the Board of Trustees.

ARTICLE V – EXECUTION OF DOCUMENTS

Section 1. Commercial Paper. All checks, notes, drafts, and other commercial paper of the Cemetery shall be signed by the President or Treasurer, or by such other person or persons as the Board of Trustees may from time to time designate.

Section 2. Other Instruments. All deeds, mortgages, legal papers, contracts, and other instruments shall be executed by the President of the Cemetery or any or such other person or persons as the Board of Trustees may from time to time designate.

Section 3. Accounting Procedures. The Board of Trustees may adopt written accounting procedures governing the execution of commercial paper and other instruments discussed in this Article V. Upon adoption, such accounting procedures shall supersede the requirements of this Article V.

ARTICLE VI - INDEMNIFICATION

The Trustees and officers of the Cemetery shall be indemnified against expenses reasonably incurred in connection with any action, suit, or proceeding to which he or she is made a party by

reason of his being or having been a Trustee or officer of the Cemetery, except in the case of a grossly negligent or fraudulent conduct by such Trustee or officer. This right to indemnification shall not be exclusive of other rights to which any Trustee or officer may be entitled as a matter of law.

ARTICLE VII – SEAL

The seal of the Cemetery shall be oval in form and contain the words “Mount Olivet Cemetery A.D. 1850” with an appropriate design. The seal shall be kept in the charge and custody of the Secretary of the Cemetery, and must be affixed to all instructions requiring seal.

ARTICLE VIII – AMENDMENT

These by-laws may be altered, amended, or repealed at any meeting of the Board of Trustees by a majority vote, provided that a description of the proposed changes is included in the notice of the meeting.