

BYLAWS  
OF  
THE COLUMBIAN CEMETERY ASSOCIATION

PREAMBLE

These Bylaws are adopted by The Columbian Cemetery Association concurrently with adoption of the Restated Articles of Incorporation and shall become effective immediately upon the filing of the Restated Articles of Incorporation with the State of Oregon. For reference purposes, The Columbian Cemetery Association is hereinafter referred to in these Bylaws as the "Corporation." These Bylaws are adopted in accordance with the provisions of the Oregon Nonprofit Corporation Act (the "Act") in effect as of the effective date of these Bylaws.

ARTICLE I

MEMBERS; QUALIFICATIONS

The Corporation's members shall consist of those persons who hold, by purchase, descent or other means, any ownership interest in any burial lot of the Corporation.

ARTICLE II

MEMBERSHIP MEETINGS

2.1 Annual Meeting of Members. The annual meeting of the members shall be held on the date and at the time fixed by the Board of Trustees and stated in the notice of the meeting.

2.2 Special Meetings. Special meetings of the members, for any purpose, unless otherwise prescribed by statute, may be called by the President or the Board of Trustees and shall be called by the President upon the written demand of the holders of not less than 5% of the voting power of the Corporation. The demand shall describe the purposes for which the meeting is to be held and shall be signed, dated and delivered to the Secretary.

2.3 Place of Meetings. Meetings of the members shall be held at any place within Oregon designated by the Board of Trustees.

2.4 Notice of Meetings. Notice of the date, time and place of a members meeting and, in the case of a special meeting or a meeting for which special notice is required by law, the purposes for which the meeting is called, shall be given by publishing the notice in a newspaper of general circulation in the Portland, Oregon metropolitan area and by posting of the notice at the cemetery property of the Corporation, or in such other manner as the Board of Trustees shall determine so long as such manner is fair and reasonable.

2.5 Waiver of Notice. A member may at time waive any notice required by law, these Bylaws or the Articles of Incorporation. The waiver shall be in writing, be signed by the member entitled to the notice and be delivered to the Corporation for inclusion in the corporate record. A member's attendance at a meeting waives objection to (i) lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and (ii) consideration of a particular matter at the meeting that is not within the purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

2.6 Fixing of Record Date. If not otherwise fixed by the Board of Trustees, the record date to determine members entitled to notice of and to vote at an annual or special members meeting is the close of business on the day before the notice is first published.

2.7 Membership List for Meeting. The Corporation shall prepare an alphabetical list of the names, addresses and membership dates of all its members. The members list shall be available for inspection by any member, upon proper demand as may be required by law, beginning two business days after notice of the meeting is given and continuing through the meeting, at the Corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held. The Corporation shall make the members list available at the meeting, and any member or the member's agent or attorney shall be entitled to inspect the list at any time during the meeting or any adjournment. Refusal or failure to prepare or make available the members list does not affect the validity of action taken at the meeting.

2.8 Quorum; Adjournment.

(1) Unless otherwise required by law or the Articles of Incorporation, those votes represented at a meeting of members shall constitute a quorum.

(2) A majority vote of the members present at a meeting may adjourn the meeting from time to time to a different date, time and place without further notice to any member of any adjournment if the new date, time or place is announced at the meeting before adjournment. At an adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting originally held.

2.9 Voting Requirements. Each member shall have one vote. Action on a matter submitted to the members is approved by the affirmative vote of a majority of the members present in person or by proxy at a meeting of the members at which a quorum is present. Proxy voting by members shall be permitted under the terms of the Act.

## ARTICLE III

### BOARD OF TRUSTEES

3.1 Duties of Board of Trustees. All corporate powers of the Corporation shall be exercised by or under the authority of its Board of Trustees; the business and affairs of the

Corporation shall be managed under the direction of its Board of Trustees. The Board of Trustees shall have the following powers in addition to such other powers as may be provided by law or these Bylaws:

(1) To obtain by purchase or otherwise real property suitable for the purposes of the Corporation and to make and deliver, in the name and on behalf of the Corporation, such notes, bonds, mortgages or other obligations and security for the payment thereof as may be necessary or appropriate.

(2) To sell and dispose of burial lots and other property of the Corporation.

(3) To invest the funds of the Corporation for the Corporation's benefit.

(4) To make and enforce rules and regulations for the erection of monuments in the cemetery and the use and improvement of lots therein, and to prevent any use, appropriation, division, improvement or adornment of a lot which they may deem improper or unsuitable.

(5) To employ a superintendent of the cemetery and all other necessary employees of the Corporation and prescribe their powers and duties, and exact from them such bonds for the faithful performance of such duties as the trustees may think proper.

(6) To take all necessary measures to prosecute according to law any person who commits any trespass or crime in or upon the property of the Corporation or any burial lot, monument or grave thereon.

(7) To define and declare what constitutes a family lot, and, in case of the ownership of such lot by an association or corporation or by the heirs of a deceased member, to declare who shall represent the same as the voting member of this Corporation.

(8) To generally manage and control the use, improvement, entry to and upon and the exit from the cemetery grounds for the Corporation, to the end that they may be kept and maintained as a safe, suitable and desirable place for the burial of the dead, and the orderly and convenient visitation by the survivors and the public.

3.2 Number and Term; Qualifications. The number of trustees of the Corporation shall be in a range of at least one and not more than seven. Within this range, the number of trustees shall be determined from time to time by the Board of Trustees. If the number of trustees in office is three or less, then at least one such trustee shall be a member of the Corporation. If there are more than three trustees in office, then at least two trustees serving shall be members of the Corporation. The term of office for each trustee shall be one year and each shall be elected annually. Despite the expiration of a trustee's term, the trustee shall continue to serve until the trustee's successor is elected and qualified or the number of trustees is decreased. No reduction in the number of trustees shall shorten the term of any incumbent trustee.

3.3 Compensation. No trustee shall be compensated for services as trustee of the Corporation.

3.4 Annual Meeting. The annual meeting of the Board of Trustees shall be held on such date and at such time and place as the Board may specify by resolution.

3.5 Regular Meetings. Regular meetings of the Board of Trustees shall be held on such date, time and place fixed by the Board of Trustees. Notice of a regular meeting of the Board of Trustees need not be given if the meeting is held on the date, time and place set forth herein.

3.6 Special Meetings. Special meetings of the Board of Trustees may be called by or at the request of the President or any two trustees. The person or persons authorized to call special meetings of the Board of Trustees may fix any place in Oregon as the place for holding any special meeting of the Board of Trustees called by them.

3.7 Notice. Notice of the date, time and place of any special meeting of the Board of Trustees shall be given at least 24 hours prior to the meeting by notice communicated in person, by telephone, telegraph, teletype, other form of wire or wireless or electronic mail communication, mail or private carrier. If written, notice shall be effective at the earliest of (a) when received, (b) five days after its postmark, if mailed by first class mail, postpaid and correctly addressed, (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee, or (d) 30 days after its deposit in the United States mail if mailed other than by first class, registered or certified mail, postpaid and correctly addressed. Notice by all other means shall be deemed effective when received by or on behalf of the trustees. Notice of any regular or special meeting may but need not describe the purposes of the meeting unless required bylaw or the Articles of Incorporation.

3.8 Waiver of Notice. A trustee may at any time waive any notice required by law, these Bylaws or the Articles of Incorporation. Except as set forth below, the waiver must be in writing, be signed by the trustee entitled to the notice, specify the meeting for which notice is waived and be filed with the minutes or corporate records. A trustee's attendance at or participation in a meeting waives any required notice to the trustee of the meeting unless the trustee at the beginning of the meeting, or promptly upon the trustee's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

3.9 Quorum. A majority of the number of trustees fixed in accordance with Section 3.2 of these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees. If less than a quorum is present at a meeting, a majority of the trustees present may adjourn the meeting from time to time without further notice.

3.10 Manner of Acting. The act of the majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless a different number is provided by law, the Articles of Incorporation or these Bylaws.

3.11 Meeting by Telephone Conference; Action Without Meeting.

(1) Trustees may participate in a regular or special meeting by, or conduct the meeting through, use of any means of communications by which all trustees participating may simultaneously hear each other during the meeting. Participation in a meeting by this means shall constitute presence in person at the meeting.

(2) Any action that is required or permitted to be taken at a meeting of the Board of Trustees may be taken without a meeting if one or more written consents describing the action taken are signed by all of the trustees entitled to vote on the matter and included in the minutes or filed with the corporate records reflecting the action taken. The action shall be effective when the last trustee signs the consent, unless the consent specifies an earlier or later effective date.

3.12 Vacancies. Any vacancy on the Board of Trustees, including a vacancy resulting from an increase in the number of trustees, may be filled by the Board of Trustees, the remaining trustees if less than a quorum (by the vote of a majority thereof) or by a sole remaining trustee. A vacancy that will occur at a specified later date, by reason of a resignation or otherwise, may be filled before the vacancy occurs, but the new trustee may not take office until the vacancy occurs.

3.13 Presumption of Assent. A trustee who is present at a meeting of the Board of Trustees or a committee of the Board of Trustees shall be deemed to have assented to the action taken at a meeting unless (a) the trustee's dissent or abstention from the action is entered in the minutes of the meeting, (b) the trustee delivers a written notice of dissent or abstention to the action to the presiding officer of the meeting before any adjournment or to the Corporation immediately after the adjournment of the meeting or (c) the trustee objects at the beginning of the meeting or promptly upon the trustee's arrival to the holding of the meeting or transacting business at the meeting.

3.14 Removal. The members may remove one or more trustees with or without cause, unless the Articles of Incorporation provide for removal only for cause, by a vote sufficient to elect the trustee. A trustee may be removed by the members only at a meeting called for that purpose and so stated in the notice of the meeting.

3.15 Resignation. Any trustee may resign by delivering written notice to the Board of Trustees, or to the President or Secretary. Unless the notice specifies a later effective date, a resignation notice shall be effective upon the earlier of (a) receipt, (b) five days after its postmark, if mailed by first class mail, postpaid and correctly addressed, (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by addressee, or (d) 30 days after its deposit in the United States mail if mailed other than by first class, registered or certified mail, postpaid and correctly addressed. Once delivered, a resignation notice is irrevocable unless revocation is permitted by the Board of Trustees.

3.16 Conflict of Interest. Any trustee having a direct or indirect interest in any contract or other transaction to which the Corporation is or may be a party shall make a prompt and full disclosure of such interest to the Board of Trustees prior to its acting on such contract or transaction, or the members approve such matter as permitted by the Act. Where a possible

conflict of interest exists, the trustee shall not vote nor otherwise influence the outcome on any such transaction. Any transaction with respect to which a trustee has a conflict of interest shall be authorized by the Board of Trustees only if it receives the affirmative vote of a majority of the trustees who have no direct or indirect interest in the transaction. The abstention of an interested trustee shall not prevent a quorum if the required majority of disinterested trustees vote to approve the transaction provided that no transaction may be authorized by the act of a single trustee. The minutes of the meeting shall reflect the disclosure made and the vote with respect to the transaction.

3.17 Delegation of Powers. As authorized by the Articles of Incorporation, the Board of Trustees may, by resolution, adopted by the Board of Trustees at a meeting of the Board duly called and at which a quorum of trustees is present, or by unanimous written consent of all trustees, designate one or more persons to exercise some or all of the powers which would otherwise be exercised by the Board of Trustees. To the extent so authorized any such person or persons shall have the duties and responsibilities of the Board of Trustees, and the trustees shall in such case be relieved to that extent from such duties and responsibilities.

## ARTICLE IV

### COMMITTEES OF THE BOARD

4.1 Committees. The Board of Trustees may appoint such committees of the Board of Trustees as the Board from time to time may deem advisable. Each such committee shall have two or more voting members, all of whom shall be trustees. The Board may also appoint advisory members to Board committees who need not be trustees. Such advisory members shall not have the right to vote. The creation of a committee of the Board and appointment of members to it must be approved by a majority of all trustees in office when the action is taken. A committee of the Board shall have and exercise such powers, functions and authority as may be granted to it by the Board of Trustees.

4.2 Changes of Size and Function. Subject to the provisions of law, the Board of Trustees shall have the power at any time to change the number of committee members, fill committee vacancies, change any committee members and change the functions and terminate the existence of a committee of the Board.

4.3 Conduct of Meetings. Each committee shall conduct its meetings in accordance with the applicable provisions of these Bylaws relating to meetings and action without meetings of the Board of Trustees. Each committee shall adopt any further rules regarding its conduct, keep minutes and other records and appoint subcommittees and assistants as it deems appropriate.

## ARTICLE V

### OFFICERS

5.1 Appointment. The Board of Trustees shall annually appoint a President and a Secretary and may appoint one or more Vice Presidents, a Treasurer, a Clerk and any other officers, assistant officers and agents. Any two or more offices may be held by the same person.

5.2 Term. The term of office of all officers commences upon their appointment and continues until their successors are appointed or until their resignation or removal.

5.3 Removal. Any officer or agent appointed by the Board of Trustees may be removed by the Board of Trustees at any time with or without cause.

5.4 President. Unless otherwise determined by the Board of Trustees, the President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Trustees, shall be responsible for the general operation of the Corporation. The President shall preside at meetings of the Board of Trustees and shall have any other duties and responsibilities prescribed by the Board of Trustees.

5.5 Vice Presidents. The Vice President, if any, shall perform the duties of the President in the absence, disqualification or incapacity of the President. If there is more than one Vice President, each in turn shall succeed to the duties of the President in the order designated by the Board of Trustees. Each Vice President shall perform the duties and responsibilities prescribed by the Board of Trustees or the President. The Board of Trustees or the President may confer a special title upon a Vice President.

5.6 Secretary.

(1) The Secretary shall record and keep the minutes of all meetings of the trustees in one or more books provided for that purpose and perform any duties prescribed by the Board of Trustees or the President.

(2) Any assistant secretary shall have the duties prescribed from time to time by the Board of Trustees, the President or the Secretary. In the absence or disability of the Secretary, the Secretary's duties shall be performed by an assistant secretary.

5.7 Treasurer. The Treasurer, if any, shall have charge and custody and be responsible for all funds and securities of the Corporation and shall have other duties as prescribed from time to time by the Board of Trustees or the President.

5.8 Clerk. The Clerk, if any, shall record and keep correct accounts of all burial lots sold and shall have such other duties as may be prescribed by the Board of Trustees. In the absence of the Clerk, the Secretary shall maintain these accounts.

## ARTICLE VI

### CONTRACTS, LOANS, CHECKS AND OTHER INSTRUMENTS

6.1 Contracts. Except as otherwise provided by law or these Bylaws, the Board of Trustees may authorize any officers or agents to execute and deliver any contract or other instrument in the name of and on behalf of the Corporation, and this authority may be general or confined to specific instances.

6.2 Loans. The Corporation shall not borrow money and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Trustees. This authority may be general or confined to specific instances.

6.3 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money and notes or other evidences of indebtedness issued in the name of the Corporation shall be signed in the manner and by the officers or agents of the Corporation designated by the Board of Trustees.

6.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in those banks, trust companies or other depositaries as the Board of Trustees or officers of the Corporation designated by the Board of Trustees select, or be invested as authorized by the Board of Trustees.

## ARTICLE VII

### MISCELLANEOUS PROVISIONS

7.1 Conveyance of Lots. Conveyances of lots or other property of the Corporation shall be made by deed executed by the President, Vice President or Treasurer of the Corporation and attested by the Clerk, if any, or by the Secretary or an assistant secretary. Conveyances of burial lots or any portion thereof shall convey only the perpetual use thereof for purposes of burial, and no subsequent sale, conveyance or transfer of any such lot or portion thereof shall be valid unless approved by the trustees, and these conditions shall be set forth in every such conveyance.

7.2 Status of Trustee. For all purposes, a "trustee" is a director as that term is used in ORS Chapter 65 governing nonprofit corporations, and in the Articles of Incorporation for the Corporation. In these Bylaws, the term "trustee" is used because of its historical use and significance and because of the tradition of calling the governing board the Board of Trustees.

7.3 Amendments. These Bylaws may be amended or repealed and new Bylaws may be adopted by the Board of Trustees, at a regular meeting of the trustees or at a special meeting if the notice of such special meeting shall state as one of the purposes of the meeting the amendment or repeal of the Bylaws or the adoption of new Bylaws, or by unanimous written consent of the trustees. No amendment to the Bylaws or new Bylaw that adversely affects the rights of or increases the obligations of members of the Corporation shall be effective without the approval of the members.

Adopted: \_\_\_\_\_  
President

\_\_\_\_\_, 2005

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