



# **Westernville Cemetery Association (WCA)**

## **By-Laws**

**Reviewed & Approved on June 25, 2024**

- To execute deeds for cemetery lots
- To keep precise detailed records and an accurate master cemetery map
- To safely keep and preserve all books, documents, records, paper, and all other belongings of the WCA and deliver the same to his or her successor in office
- To sign all orders on the Treasurer and other documents requiring the President's signature
- To perform such other duties as are ordinarily performed by presidents of corporations
- To handle complaints
- To research WCA records as required
- To be a point of contact for the Membership
- To be a point of contact for the NYS Division of Cemeteries
- To be a point of contact for outside agencies having business with the WCA.

### **Vice President (3 Year Term or at the discretion of the Trustees)**

#### **Duties:**

- To assist the President when necessary
- To carry out the duties of President, as outlined above, when the President is unable to due to prolonged absence, resignation, incapacity, illness, or death
- To safely keep and preserve all books, documents, records, paper, and all other belongings of the WCA and deliver the same to his or her successor in office.

### **Treasurer (3 Year Term or at the discretion of the Trustees)**

#### **Duties:**

- To manage the funds of the WCA
- To sign all deeds executed by the President
- To receive all monies belonging to the WCA (lot sales received from the Cemetery Manager, donations, bequests, investments, etc.)
- To pay monies out on legally drawn orders
- To keep a just and accurate account of all transactions (receipts, disbursements, donations, bequests, and investments) in conformance with New York State regulations
- To safely keep and preserve all books, documents, records, paper, and all other belongings of the WCA and deliver the same to his or her successor in office
- To report to Officers, Trustees, and Members the status of all accounts on a regular basis, i.e. the annual Membership meeting, Board of Trustee meetings, and whenever special circumstances dictate
- The Treasurer shall be insured by the WCA for the faithful performance of his or her duties.

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### Recording Secretary (3 Year Term or at the discretion of the Trustees)

#### Duties:

- To attend all meetings of the Board of Trustees and all annual meetings and record the proceedings of the same
- To maintain minutes and records of WCA business
- To give public notice of the annual election of Trustees in the manner required by law
- To safely keep and preserve all books, documents, records, paper, and all other belongings of the WCA and deliver the same to his or her successor in office
- To make available to Officers, Trustees, and Members the pertinent records.

### Trustees

#### Responsibilities:

- Trustees shall serve 3-year terms that will be eligible for renewal indefinitely by election at the annual Membership meeting.
- Terms are to be staggered in such a way that there is a continuance of Trustees on the Board.
- The Trustees shall be made up of seven (7) to twelve (12) individuals with experience such as required to operate a cemetery, e.g. business skills, financial skills, maintenance skills, landscaping skills, arborists skills, engineering skills, construction skills, computer skills, etc.
- Trustees shall have a computer with internet access. Nominees shall provide references documenting their computer skills including a minimum of 2 years of experience with Microsoft Office products. Trustees shall be able to do any necessary online research.
- Trustees shall be of good moral character. Any evidence to the contrary will result in the denial of a candidate's nomination to the Board of Trustees.
- Trustees are custodians and shall do their utmost duty to protect the best interests of the WCA when making decisions on its behalf.
- Trustees shall manage and govern the property and assets of the WCA.
- Trustees shall attend at least one meeting in conjunction with the annual meeting, routine meetings, and special meetings to deal with cemetery business.
- The Trustees shall elect the President, Vice President, Treasurer, and Recording Secretary from among themselves.
- The Trustees shall hire an independent contractor as Cemetery Manager.
- Trustees shall select among themselves all required Committee members, e.g. Finance Committee members.
- Any of the Trustees may petition the President to call a special meeting whenever a special need occurs.

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- The Board of Trustees with a quorum has the authority to solicit, review and approve bids and to contract businesses for goods and services whenever repairs or maintenance are required to keep the cemetery in a good state of repair.
- The Board of Trustees with a quorum shall fill all vacancies in their number occurring during the year.
- The Board of Trustees with a quorum shall have the power to remove Trustees, Officers, and the Cemetery Manager at any time for sufficient cause.
- Trustees, Officers, and/or Cemetery Managers who have been removed for sufficient cause or who are later determined to have engaged in such activities while in service are permanently banned from ever serving as a Trustee, Officer, or Cemetery Manager again. Appeals are permitted through the New York State Division of Cemeteries, but reinstatement and/or removal of the permanent ban will require the unanimous agreement of the Board of Trustees.
- The Board of Trustees shall make reports to the lot owners of their doings and of the management and condition of the property and concerns of the WCA at the annual meeting.

### **Finance and Investment Committee (FIC)**

- The FIC shall be comprised of **five** (5) or more members approved by the Trustees.
- The FIC shall be charged with the management of the WCA investments.
- Investments may be managed using the services of a recognized investment house and in accordance with regulations of the New York State Division of Cemeteries.
- The FIC shall report the status of funds at the annual Membership meeting, Board of Trustee meetings, and whenever circumstances dictate.
- The full operation of the FIC is covered in the Finance Committee By-Laws/WCA Investment Policy (Appendix A).

### **Membership**

- All persons who are owners of one or more lots in the Westernville Cemetery are automatically members of the WCA.
- Proof of ownership shall require original deed(s) and/or the original receipts of purchase as recorded in the WCA deed book.
- Members shall be notified and encouraged to attend the annual Membership meeting by the posting of signs in the cemetery and around the Village and by newspaper advertisement, which shall be done once a week for each of the three weeks in advance of said meeting.

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- Members are allowed to vote for trustees at the annual meeting and are entitled to one vote per deed.
- All members are eligible to be nominated and potentially elected to the Board of Trustees depending on the availability of an open seat or seats.
- Members are required to adhere to the WCA Rules and Regulations as they apply to their individual lots.

### Cemetery Manager

- Independent contractor hired by the Board of Trustees on a yearly basis
- Serves at the pleasure of the Board of Trustees
- May or may not be a lot owner
- Shall not be a Trustee
- Shall not be an Officer
- Duties include but are not limited to the following:
  - ❖ To oversee the day-to-day operation of the cemetery and provide general supervision of the cemetery operation
  - ❖ To be available, in conjunction with the President, for families wishing to purchase a lot or requesting a burial
  - ❖ To sell lots, in conjunction with the President, and provide the Treasurer with all of the proceeds and accompanying paperwork/documentation
  - ❖ To report to and coordinate with the President on the sale of lots to facilitate the President's execution of deeds for said lots
  - ❖ To be the contact for Funeral Directors to coordinate services and interments
  - ❖ To supervise the opening/closing of graves
  - ❖ To keep records of burials
  - ❖ To be responsible for operation of the vault
  - ❖ To ensure all footings for monuments, plaques, etc. are in keeping with the standards set forth in the Rules and Regulations of the WCA
  - ❖ To supervise maintenance of the cemetery
  - ❖ To supervise and observe that contracts are honored by contractors and vendors performing work for the WCA
  - ❖ To make available to Officers, Trustees, and Members the pertinent records
  - ❖ To report the status of cemetery management activities under his/her purview at Board of Trustee meetings and provide weekly update emails to the Trustees
  - ❖ To present the Board of Trustees with cost estimates/bids whenever repairs or maintenance are required to keep the cemetery in a good state of repair
  - ❖ To safely keep and preserve all books, documents, records, paper, and all other belongings of the WCA and deliver the same to his or her successor in office.

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### WCA Responsibilities:

- Adhering to all New York State Division of Cemeteries regulations
- Providing and enforcing WCA Rules and Regulations for the benefit of our Members, i.e. lot owners
- Provide open communication to our Members
- Keeping the Cemetery in an appropriate state of repair for the benefit of our Members, neighbors, and the Town of Western.

### WCA Meetings:

- The President will call for the annual membership meeting, routine Board of Trustees meetings, and any Board of Trustees and/or general membership meetings whenever special circumstances warrant.
- The Board of Trustees will meet at least twice yearly in conjunction with the annual membership meeting.
- The annual membership meeting of the WCA shall be held in June of each year wherein WCA business will be reported to the Membership and Trustees will be elected:
  - ❖ Elections of Trustees at the annual membership meeting shall be made by ballot upon verification of rightful ownership.
  - ❖ Every member of legal age is qualified to cast one (1) vote, either by person or by proxy, for each deed if they meet one of the following requirements:
    - Legally named owner on the original deed
    - Legally inherited the deed in a will
    - Filed an affidavit with the WCA as proof of being a lineal descendants of the original deed owner. In the case of multiple descendants, they must choose who the single individual is who will be the responsible party for the purpose of voting.
  - ❖ Only one vote can be cast for each deed.
  - ❖ Proxy votes are acceptable but must adhere to the following requirements:
    - Written consent by the lot owner shall be given to one (1) designated party for the purpose of voting for WCA Trustees at a specific annual membership election.
    - Written consent shall include the specific section and lot number(s) information from the deed.
    - Written consent shall be notarized.
    - Signed and notarized written consent shall be submitted to the WCA in advance of the annual membership meeting.

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- The Board of Trustees shall elect their Officers in a separate future meeting following the annual membership meeting. Trustees are entitled to one vote each for President, Vice President, Treasurer, and Recording Secretary.

### **Cemetery Maintenance:**

Maintenance shall be performed in accordance with the standards set forth in the WCA's By-Laws and Rules and Regulations.

### **Fiscal Year:**

The WCA shall establish a fiscal year beginning on January 1 and ending on December 31.

### **Record Keeping:**

All cemetery records shall be kept in accordance with all New York State Division of Cemeteries regulations (Appendix B).

### **Amendments:**

The WCA Board of Trustees shall amend these By-Laws and/or the WCA Rules and Regulations as needed subject to a quorum of the Board. Notice will be given in advance in writing to the Trustees of any proposed changes to the by-laws or regulations.

**All updates and revisions made this 25<sup>th</sup> day of June 2024, supersede and void all previous revisions to the By-Laws.**