

THE MEMORIAL SOCIETY, INC.-BY-LAWS
As Amended through the Annual Meeting of October 8, 1992

ARTICLE I

NAME

The name of this organization shall be THE MEMORIAL SOCIETY, INC.

ARTICLE II

PURPOSE

It shall be the purpose of this Society through religious, educational, and charitable means to: 1. Assist any person, on request, in meeting the problems arising after death; 2. Publish and distribute literature describing the choices of funerals available (for cost of printing and mailing); 3. Encourage donation of tissues for the benefit of the living and of bodies for medical science; 4. For those who pay a membership fee, to give assistance in pre-planning and keep a record of their plan; 5. Provide guidance in planning memorial services and in meeting the emotional and social needs of death.

In carrying out these objectives, it is expressly provided that the Society; 1. Shall not permit any part of its assets to inure to the benefit of any officer, director or member; 2. Shall have no substantial part of the activities of the organization be the carrying on of propaganda or otherwise attempting to influence legislation.

Notwithstanding any other provision of these articles, this organization shall not carry on any 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 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction for the county in which the principle office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III

MEMBERSHIP

Memberships may be either single or family, and shall be open to

all persons who are sympathetic to the purpose of the Society and who shall apply for membership and make initial donations in accordance with Article VIII.

Membership may be terminated by majority vote of the directors, for cause. When such action becomes necessary, the directors shall determine what part, if any, of the initial donation shall be returned.

ARTICLE IV OFFICERS AND DIRECTORS

The officers of the Society shall be a President, two Vice-Presidents, a Treasurer, and a Clerk. In addition there shall be a Board of Directors, consisting of the above officers, ex officio, and such further number of directors-at-large as may from time to time be determined by the members. The officers and directors shall serve for one year terms. Each of the foregoing shall serve for the aforesaid term and until his/her respective successor is elected and qualified.

Any Director or other elected officer may resign his/her office at any time, such resignation to be made in writing, and to take effect from the time of its receipt by the Corporation, unless some other time be fixed in the resignation.

If any of the offices shall become vacant for any reason, the remaining Directors may elect a successor or successors who shall hold said office for the unexpired term.

ARTICLE V DUTIES OF OFFICERS AND DIRECTORS

The Board of Directors shall have general charge of the affairs of the Society, and shall formulate and act upon matters of policy and operation. Directors Meetings may be called either by the President upon his/her own motion or upon request of three directors. Five days notice of each Directors Meeting shall be given, including date, time, place, and Agenda as planned, unless the directors shall waive such notice. A quorum shall consist of five directors, and the Board of Directors may act by a majority of those present in person or by proxy. The Board of Directors may, from time to time, appoint such agents and committees as they may deem necessary, and shall fill all vacancies in any office, including the Board of Directors, to serve until the next Annual Meeting, and shall exercise all powers of the Society except such as are otherwise provided in these By-Laws or by the laws of the Commonwealth of Massachusetts.

OFFICERS:

The President shall preside at all meetings of the Membership and at all meetings of the Board of Directors. He/She shall perform all duties incident to the office of the President, including handling administrative details for the smooth functioning of the Corporation and such ~~OTHER DUTIES AS MAY BE PRESCRIBED BY THE BOARD~~ of Directors from time to time.

The Vice Presidents, in order of seniority, shall act in place of the President in his/her absence. The Clerk shall keep records of

all meetings of the Society and the Board of Directors. The Treasurer shall keep safely all monies and assets of the Society, and disburse the same under the general direction of the Directors. He/She shall have full power to sign and endorse checks in the name of the Society. He/She shall submit a complete statement of his/her accounts at each Annual Meeting and at such other times as the Board of Directors may direct. He/She shall, when required by the Directors, give bond for the faithful discharge of his/her duties in such sum and with such sureties as they may prescribe. He/She shall submit his/her accounts annually for audit by the Board of Directors or by such person or organization as they shall designate.

In addition to the duties enumerated, the officers of the Society shall perform such other duties as may be assigned by the Board of Directors.

NOMINATING COMMITTEE:

The President shall annually appoint a Nominating Committee, consisting of three members of the Society, at least three months prior to the date of the Annual Meeting. The Nominating Committee shall present its report of those nominated as officers and directors to the President not less than three weeks before the Annual Meeting. The list of nominations shall be included in the agenda for the meeting furnished to the membership.

ARTICLE VI

MEETINGS

The Annual Meeting of the Society shall be held each year at a time and place to be determined by the Board of Directors. Special Meetings may be called by the President upon his/her own motion, or upon the request of three directors or fifteen members of the Society. The Clerk shall mail notices of all meetings at least three weeks before the date of such meetings, including date, time, place and agenda for such meetings. A quorum at any meeting shall be fifteen members, present either in person or by proxy. All memberships, whether single or family, shall have but one vote, either in person or by proxy, and all questions shall be decided by majority vote, including proxies.

ARTICLE VII

FISCAL YEAR

The fiscal year of the Society shall begin on September 1st of each year and terminate on the following August 31st.

ARTICLE VIII

MEMBERSHIP DONATIONS

The Board of Directors may, from time to time, establish classes of membership and determine membership donations appropriate to each class.

ARTICLE IX

FISCAL TRANSACTIONS

The Board of Directors shall determine such expenditures of funds of the Society and incur such indebtedness in behalf of the Society as they may deem wise to carry out its purpose, provided that nothing shall be done contrary to the laws of Massachusetts. They shall purchase, lease and acquire in any lawful manner any and all

lands, stocks and bonds, buildings, and any other real or personal property which in their judgment are beneficial for the purposes of the Society, and shall have the right to sell, mortgage, lease or dispose of any real or personal property of the Society when, in their opinion, the interests of the Society would best be promoted thereby. All funds of the Society shall be either deposited in such bank or banks, or invested in real estate or personal property, including stocks, bonds or other securities, or other intangible investments, as the Board of Directors may deem wise.

ARTICLE X

AMENDMENT OF BY-LAWS

The By-Laws of this Society may be amended at any Annual Meeting or Special Meeting by a majority of those present in person or by proxy and entitled to vote, provided that notice of such action shall have appeared in the agenda of that meeting, as required by Article VI.