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Recompiled and Amended By-Laws of Memorial Garden Park, Inc., including amendments dated May, 1990, May 29, 1999,May 16, 2009 and May 17, 2025

# ORGANIZATIONAL MEETING OF MEMBERS OF MEMORIAL GARDEN PARK, INC.

May 21, 1988

BE IT REMEMBERED that the members of Memorial Gardens Park, Inc. met in the Meadowview Baptist Church building at 9:30 AM. on the 21st day of May, 1988, pursuant to notice published and posted by the Receivers for Oktibbeha Memorial Gardens, Inc. in Cause

No. 15,530 of the Chancery Court of Oktibbeha County, Mississippi, there being present and

voting lot owners in the Oktibbeha Memorial Gardens Cemetery as shown on a copy of the attendance signature list, which is attached as Exhibit "A" and made a part hereof as though incorporated at length herein in words and figures.

The following business was transacted:

It was ordered by affirmative vote of the members present and voting at such meeting that application to the State of Mississippi for a non-profit charter of incorporation, incorporating the cemetery lot owners’ members association is hereby confirmed. It was further ordered by the membership that the following members be authorized and directed to make all applications and to do and perform all other acts and things necessary for obtaining a charter of incorporation on behalf of the association with specific authority to receive the assets and rights of the Receivers and thereafter to operate the cemetery commonly known and referred to as Oktibbeha Memorial Gardens Cemetery, the incorporators being designated as follows:

Address

0. F. Parker

Marvin D. Turnipseed

D. E. Wamble

800 Jmes Street, Starkville, MS 39759

147 Josey Avenue, Starkville, MS 39759

Rt. 5, Box 16, Starkville, MS 39759

It was further ordered at said meeting that the following members were appointed to serve as Directors of the corporation for a period of one year following the commencement of business of Memorial Garden Park, Inc., or until their successors shall have been elected and acting:

Address

0. F. Parker

Marvin D. Turnipseed Edith Millsaps

D. E. Wamble Allison Randle, Jr. Marjorie Malone Johnnie Sartor

W. L. Giles

T. Nelson Jones Mary Virginia White Mark Knight

Kelton Anderson

800 Imes Street, Starkville, MS 39759

147 Josey Avenue, Starkville, MS 39759

P. 0. Box 389, Starkville, MS 39759

Rt. 5, Box 16, Starkville, MS 39759

Rt. 5 Poole Road, Starkville, MS 39759 118 Cole Street, Starkville, MS 39759

202 Woodlawn Road, Starkville, MS 39759

Rt. 3, Box 480, Starkville, MS 39759

Rt. 1, Box 211, Starkville, MS 39759

P. 0. Box 31, Starkville, MS 39759

Rt. 4, Box 237, Starkville, MS 39759

Rt. 1, Box 359, Starkville, MS 39759

The following by-laws were ordered to become the by-laws of the corporation upon receipt of the charter of incorporation, organization and election of officers thereof, to wit:

# BY-LAWS OF MEMORIAL GARDEN PARK, INC.

PREAMBLE

The corporation is a non-profit corporation organized and existing for the purpose of accepting and operating the assets of the Oktibbeha Memorial Gardens Cemetery under the management and control of the lot owners as defined in these by-laws.

The Chancery Court of Oktibbeha County, Mississippi proposes, through it Receivers, to transfer the assets of the Cemetery to the corporation composed of lot owners of the Cemetery and members of the corporation as defined in these by-laws. It is the intent of the Court and the members of this incorporated association that the Cemetery will be operated under the direct supervision and control of those persons most directly interested in preserving perpetual care of the Cemetery as a single and exclusive goal for the future of its administration and operation.

It is the stated purpose and intent of the membership and its corporation that the requirements of the perpetual care statutes and trust agreement be met and exceeded exclusive of all other considerations and that the Cemetery would be operated in a manner which will constitute a credit to the public of the area to those persons interned or hereafter interned in the Cemetery.

# ARTICLE I

MEMBERS

Members of the corporation will consist of those persons owning burial space, hereafter referred to as "LOTS", together with all additional persons acquiring and owning lots in the future. One membership will be held by each owner regardless to the number of lots owned by one person. Membership rights in the corporation will extend to the heirs, representatives and transferees of Lots and shall run with the land. Members who divest themselves of lots will likewise divest themselves of membership in the corporation. Lots held in the name of more than one person in the same immediate family will result in only one membership and one vote.

MEMBERSHIP MEETINGS: There shall be held annually on the third Saturday of May of each year an annual meeting of the members of the corporation for the election of directors and transaction of any other business properly coming before the members. The president of the corporation shall cause a notice of the time and place of such meeting each year to be published once each week for two consecutive weeks in the Starkville Daily News or some other newspaper having general circulation in Oktibbeha County with the last publication being not less than three nor more than seven days preceding the date of the annual meeting. If the election of directors and officers is not held during the annual meeting of the members, the Board of Directors and officers shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently possible. The annual meeting of members may be held concurrently with the annual meeting of the Board of Directors and officers.

SPECIAL MEETINGS: Special meetings of the members for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President, a majority of the Board of Directors or by twenty-five or more members of the corporation. On failure of the president to issue such call, the same may be made and notice given as described above by those demanding such meeting. Such request shall state the purpose of the proposed meeting and all business transacted at a special meeting shall be confined to the issues stated in the request.

PLACE OF MEETINGS: The Board of Directors and officers may designate any place within Oktibbeha County, Mississippi as the place of the meeting for any annual meeting or for any special meeting called by the Board of Directors, officers or membership.

NOTICE: Notice of any special meeting shall be given in the same manner provided above for the annual meeting. Alternatively notice for a special meeting may be given by telephone, notice on the cemetery website or by hand delivery at least five days before the special meeting.

PRESIDING OFFICER AND SECRETARY: The president, or in his absence, the vice president, shall preside at all meetings, and the secretary shall serve as secretary. Otherwise, a chairman for the meeting and/or secretary shall be elected by the members present to act in the absence of those officers.

QUORUM: The President shall determine that proper notice was given in accordance with Article I: Membership Meetings, and that at least one third of the number of Directors is present so that business may be transacted. The affirmative vote of the majority of members represented at the meeting and entitled to vote on the subject will be required for transaction of business.

PROXIES: At all meetings of the members a member may vote by proxy executed in writing by the member or his duly authorized attorney-in-fact. Such proxy shall appoint only members of the corporation and shall be filed with the secretary of the corporation before or at the time of such meeting.

VOTING MEMBERS: Each member shall be entitled to vote upon each matter submitted to a vote at a meeting of members, including the election of directors. Voting may be by voice or by ballot; provided, however, that all elections for directors must be by ballot upon demand made by any member before voting begins.

LIABILITIES OF THE MEMBERS: No member of the corporation shall be personally

liable to its creditors for any indebtedness of liability, and any and all creditors shall look solely to the corporation's assets for payment.

# ARTICLE II

OFFICERS AND DIRECTORS

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GENERAL POWERS: The business and affairs of the corporation shall be managed by the board of directors and officers.

OFFICERS AND DUTIES OF OFFICERS: Officers of the corporation shall consist of a president, vice-president, secretary and treasurer to be elected by the Board of Directors. The Board of Directors may appoint one or more vice presidents, assistant secretaries or a separate assistant treasurer, except that no individual may hold more than one office in the same term. During any regular or special meeting of the Board of Directors, the Board may establish such other officers as may be deemed necessary.

PRESIDENT: The President shall preside at all meetings of the members and of the Board of Directors. He/She shall have general charge and control over the affairs of the corporation, subject to such regulations and restrictions as the Board of Directors shall from time to time determine, and shall annually prepare a full and true statement of the affairs of the corporation which shall be submitted at the annual meeting of the members and filed within twenty days thereafter at the principal office of the corporation where it shall remain open for inspection by any member of the corporation. In general, the President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors and officers have authorized to be executed.

The Board of Directors may authorize another officer to act as the "Authorized Designee" of the President for the purpose of executing particular deeds, mortgages, bonds, contracts and other instruments.

VICE PRESIDENTS: Vice Presidents shall perform all duties and be vested with all of the

authority of the President in case of a vacancy in the office of the President, or in the absence or

disqualification of the President, and shall have such other powers and perform such other duties as may be assigned to him by the Board of Directors. Assistant Vice Presidents, if any, shall exercise all of the powers of the Vice President in the absence of the Vice President.

SECRETARY: The Secretary shall attend to the giving and serving of all notice of meetings, shall have the custody of all books, records and papers of the Corporation, shall keep all minutes of all meetings of the Board of Directors and meetings of the membership, shall perform such other duties from time to time as may be assigned by the Board of Directors. The Assistant Secretary, if any, shall exercise all the powers and responsibilities of the Secretary in the absence of the Secretary.

TREASURER: The Treasurer shall keep an accurate and detailed record of all receipts and disbursements of the funds of the Corporation, which record shall at all times be subject to inspection by any Member of the Corporation. He/She shall deposit all funds of the Corporation coming into his hands in such bank or banks as may be approved by the Board of Directors and generally perform all acts incident to the office of a treasurer and shall have such other duties and powers as may be assigned to him by the Board of Directors. The Treasurer will be bonded and the amount will be set annually by the Board of Directors.

NUMBER OF DIRECTORS: The Board of Directors shall consist of not less than six nor more than twelve directors.

TERM OF OFFICERS AND DIRECTORS: All directors will be elected for a term of three years or until their successors have been elected, qualified and acting. Officers elected by the Directors will serve for one year. These Officers may be reelected.

ANNUAL MEETING OF DIRECTORS: The annual meeting of directors shall be held

without further notice immediately after and at the same place as the annual meeting of members.

SPECIAL MEETINGS OF DIRECTORS: Special meetings of the Board of Directors may be called by or at the request of the President or any three Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place for holding the special meeting and notice of special meetings shall be given in writing delivered in person, electronic or by ordinary mail not less than five days prior to such special meeting, designating the time and place of such meeting, together with the matters to be brought before the special meeting for consideration. Except however, that notwithstanding any other provision of these by-laws, a waiver of notice of special meeting signed by all of the Directors of the Corporation shall serve to eliminate the necessity of such notice at the particular meeting referred to in the waiver, but not blanket waiver of all meetings shall be recognized.

ACTION BY DIRECTORS WITHOUT A MEETING: Any action required to be taken at a meeting of the Board of Directors of the Corporation or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the actions so taken shall be signed by all of the Directors entitled to vote with respect to such subject matter thereof.

QUORUM: One-third of the number of Directors elected and serving shall constitute a quorum of Directors for transaction of business at any meeting of the Board of Directors. If less than one-third of the Directors is present at a meeting, a majority of the Directors present may adjourn the meeting without further notice. The act of the majority of the Directors present at a meeting at which a quorum is present, shall be the act of the Board of Directors, except as hereafter specifically designated. Minutes shall be maintained to reflect pertinent business conducted and copies should be regularly distributed to the Directors.

VACANCIES: Any vacancy occurring on the Board of Directors of the Corporation may be filled by the Board of Directors. A Director appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office.

COMPENSATION: No Director may receive compensation in connection with his or her services as a Director. The membership of the Corporation may, in its discretion, provide for reimbursement of a Director's reasonably necessary travel expenses required to attend special meetings of the Board of Directors or necessary travel for business on behalf of the corporation.

GENERAL POWERS OF THE BOARD OF DIRECTORS: The Board of Directors shall be the governing authority of the corporation, shall elect all officers and exercise all of the powers permitted to board of directors of non-profit corporations by the State of Mississippi.

SPECIAL POWERS OF THE BOARD OF DIRECTORS: In addition to all other powers

of the Board of Directors, the Board is authorized in its sole and exclusive discretion and subject to the limitations and conditions hereafter provided in this sub-paragraph, to authorize the officers of the corporation to fulfill and carry out in whole or in part the obligations of the former owners and operators of Oktibbeha Memorial Gardens cemetery under pre-need payments of vaults, services and materials, but subject to the following limitations and conditions:

1. Authority which may be given to partially or fully meet existing pre-need obligations of such former owners only upon the written approval of not less than two-thirds of the entire

membership the Board of Directors.

1. Any corporate expenditure made in carrying out former pre-need undertakings may be made only out of current net operating profits or undistributed profits certified by the

corporation's accountants applying generally accepted accounting principles.

1. The powers vested in the Directors and officers under the provisions of this sub-section are entire discretionary and nothing contained in these by-laws will be construed to confer any legally enforceable obligation on the corporation, its directors or officers in their official capacity or individually with respect to any pre-existing pre-need obligations sold by entities other that this corporation.

ARTICLE III

# COMMITTEES

The membership may at any annual or called meeting authorize the creation of committees for any purpose consistent with the charter and by-laws of the corporation. The membership may designate further the purpose of any committee or committees which may be created, the method of appointment and powers of the committee, consistent with the purposes of the corporation.

The members of the corporation at any regular or called meeting may disband existing committees by a majority vote. The Directors are authorized to designate committees and appoint members to all committees.

# ARTICLE IV

EMPLOYEES: The Board of Directors shall have the power to select and employ any individual that it deems necessary to further the goals of the corporation. The Board of Directors shall employ certified public accountants for the purpose of an annual audit and such reports, application for tax free status and other services as may be required or beneficial to the purposes of the corporation. An audit committee shall be established to ensure compliance with all statutory requirements.

# ARTICLEV

AMENDMENTS: Upon the recommendation of the Board of Directors, these by-laws may be altered, amended or repealed and new by-laws may be adopted by a vote of the majority of the membership present and voting in person or by proxy, upon proper notice at any annual or special meeting of the members of the corporation.

# ARTICLE VI

INDEMNIFICATION OF OFFICERS AND DIRECTORS: The Board of Directors is specifically authorized upon adoption of an order by the Board of Directors spread upon its minutes to provide at the corporation's expense, liability insurance covering its officers, employees and directors against claims or suits against its officers or directors by third parties. Except for deliberate failure of the officers and directors to comply with the mandate of Section 41-43-37 Mississippi Code, 1972 Annotated, Amended, et seq. and the undertakings of the corporation under the terms of a trust agreement with Deposit Guaranty National Bank, dated March 25, 1988.