

ARTICLES OF INCORPORATION OF THE EVERGREEN CEMETERY ASSOCIATION

State of Minnesota, County of Crow Wing, as:

We, Chauncey B. Sleeper, Chairman, and Wilder W. Hartley, Secretary, of the meeting hereinafter mentioned, do hereby certify that in pursuance to a call of the citizens of Brainerd, county and state aforesaid, a meeting was held at the office of Chauncey B. Sleeper, in Brainerd aforesaid at 8 o'clock in the evening of May 13th, 1879, for the purpose of organizing and forming a cemetery association under title "V," Chap. XXXIV, of the general statutes of Minnesota, and that the following named citizens attended at such meeting for the purpose of forming such association, to-wit: Lyman P. White, A.S. Campbell, Wilder W. Hartley, J.R. Pegg, J.C. Congdon, Thomas Bason, C.F. Kindred, J.M. Martin, Ed White, Ed. R. French, Herbert Root, Thomas W. Wakelle, W.P. Spalding, Adam Beardsley, M.D. Ford, William Paine, Thomas Cantwell, M. McFadden and Chauncey B. Sleeper.

That such meeting organized by the election of Chauncey B. Sleeper, as chairman, and Wilder W. Hartley, as secretary, that such meeting selected and adopted the name of "The Evergreen Cemetery Association," as for the corporate name of such association or corporation, and that nine trustees were the number designated to manage the affairs of such association, and that the following trustees were duly chosen and classified, as the law directs.

For the first class to serve three years - W.P. Spalding, Thomas Bason, J.R. Pegg.

For two years - T.J. Delamere, A.S. Campbell, L.P. White.

For one year - C.F. Kindred, Herbert Root, W.W. Hartley.

That the time for holding the annual meeting of said association, for the election of Trustees, thereof was fixed at the second Wednesday of July of each year at a time and place designated by the Board of Trustees.

Dated, Brainerd, May 16, 1879.

Chauncey B. Sleeper, Chairman
W.W. Hartley, Secretary

State of Minnesota, County of Crow Wing, ss:

Before me, register of deeds in and for said county, on this the 16th day of May, 1879, personally came Chauncey B. Sleeper and W.W. Hartley, to me known to be the identical persons who executed the foregoing certificate, and acknowledged the execution thereof to be their free act and deed.

(Seal) F.B. Thompson, Register of Deeds
Crow Wing County, Minnesota

Evergreen Cemetery Association

Constitution & Bylaws

Adopted July 9, 2008

Evergreen Cemetery Association
1105 Third Avenue NE
Brainerd MN 56401

(218) 829-5898

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<http://www.brainerd.net/~evergreencem/>

ARTICLE I NAME AND PLACE

The name of this Association is Evergreen Cemetery Association, located in Brainerd, Crow Wing County, and State of Minnesota. Its principal place of business is in the City of Brainerd.

ARTICLE II OBJECTIVES

The objective of the Association is to advance the interests and enhance the image of Evergreen and Memorial Gardens cemeteries consistent with the Articles of Incorporation, May 16, 1879, and applicable Minnesota Statutes.

ARTICLE III MEMBERSHIP

Every person who owns a lot in either Evergreen or Memorial Gardens cemeteries is a member of the Association and is entitled to attend all meetings of the Association and vote at the election of the Board of Directors.

ARTICLE IV MEETINGS

Section 1 The Annual Meeting of the Association will be held in July of each year at a time and place designated by the Board of Directors. Notice of the Annual Meeting will be published once a week for two successive weeks in a local newspaper designated by the Board of Directors, prior to the meeting.

Section 2 Regular Meetings of the Board of Directors will be held at least quarterly at such times and places designated by the Board of Directors. Notices of Regular Meeting schedules will be mailed to the Board of Directors at least quarterly.

Section 3 Special Meetings of either the Board of Directors or the membership may be called for any purpose or purposes at any time by the President and Vice President, or any two or more Directors, or by ten or more members. Notice of Special Meetings will be published once a week for two weeks in a local newspaper designated by the Board of Directors, prior to such meeting, and notice mailed to the Board of Directors.

It is recommended by the Board of Directors that this revision of the Association Bylaws be adopted by the membership at the Association Annual Meeting on July 9, 2008, and that the general rules and regulations existing in the previous bylaws be continued until such time as they are revised.

(All board members sign)

These revisions to the Bylaws of the Evergreen Cemetery Association were adopted by resolution by members of the Association at its Annual Meeting on July 9, 2008.

John C. Boeder, President *Tom Gruet, Secretary*
Kevin Erickson, Kelly, #12121 *John C. Boeder*
Division 6, Smith *John S. Krueger* *Tom Gruet*
Chris Boye *Kevin Erickson*

Section 2 A quorum at any meeting of the Board of Directors will be five members, one of which will be the President or Vice President.

Section 3 A quorum at any meeting of a committee will be a majority of the members appointed to that committee.

ARTICLE IX AMENDMENTS

These Bylaws may be amended by a two-thirds vote of members present at any Special or Annual Meeting of the Association providing notice of changes is made available to the members at least thirty days prior to such meeting. Revisions will not be contrary to the Bylaws and objectives of the Association.

ARTICLE X PARLIAMENTARY AUTHORITY

Roberts Rules of Order, currently revised, will govern the business of the Association.

----- End of Bylaws -----

Section 4 A member may waive notice of a meeting before, at or after the meeting, either in writing, orally or by attendance. Attendance by a member at a meeting is a waiver of notice of that meeting.

ARTICLE V ELECTION OF A BOARD OF DIRECTORS

Section 1 The corporate powers of this Association, subject to the authority of the Association, are vested in a nine-member Board of Directors. Matters pertaining to the governance and the business of the Association will be conducted by the Board of Directors.

Section 2 Three members of the Board of Directors will be elected each year for three-year terms of office by the membership at the Annual Meeting and will assume their duties immediately after election. If a vacancy occurs, the Board will appoint a replacement within ninety days or as soon thereafter as possible to fill the unexpired term.

Section 3 The officers of the Association are President, Vice President, Secretary and Treasurer and will serve one year terms unless sooner removed for cause or are unable to perform their duties. The officers will be elected by the Board of Directors from among its members at a Regular or Special Meeting immediately following the Annual Meeting or at a Regular or Special Meeting immediately following a vacancy or resignation.

Section 4 Resignations from the Board of Directors may occur voluntarily or may be called for by a majority vote of the Board of Directors for cause. Resignations will become effective upon receipt of proper notice.

ARTICLE VI POWERS AND DUTIES OF THE BOARD

Section 1 Members of the Board of Directors have the power and it is their individual fiduciary duty to assure the best interests of the Association. The Board of Directors conducts the business of the Association and is responsible for its overall management and operation. Because this Association was in existence on March 1, 1906, all powers as they pertain to Cemeteries will be executed by the Board of Directors according to the Association's Articles of Incorporation, these Bylaws and Minnesota law.

Section 2 The Board of Directors will appoint two Standing Committees: Grounds Committee and Finance Committee. Each committee will consist of as many Association members as the Board of

Directors may direct, and each will be chaired by a member of the Board of Directors.

A It will be the duty of the Grounds Committee to provide general supervision of the improvement, maintenance and operation of the Association grounds and property at Evergreen and Memorial Gardens cemeteries.

B It will be the duty of the Finance Committee to provide general supervision of the administration, finances and accounts of the Association.

C Standing Committee chairpersons will call regular committee meetings and provide written reports of all activity to the Board of Directors for its permanent record. A quorum of the Committee is required to initiate any action.

D The Board of Directors may define, expand or limit the responsibilities of the Standing Committees from time to time.

Section 3 The Board of Directors will appoint such other committees it deems necessary for the conduct of its business. These committees will report either to Standing Committees or the Board of Directors as the Board so directs. All ad hoc, temporary, special, or standing committees will be dissolved and/or reappointed following the Annual Meeting or at any other time determined by the Board of Directors.

Section 4 The Board of Directors may employ or contract with persons or businesses to accomplish the work of Evergreen and Memorial Gardens cemeteries.

Section 5 The Board of Directors will make and enforce rules and regulations pertaining to the overall operation of the Association, including but not limited to the purchase, sale, management and maintenance of real and personal property and the investment and management of funds.

Section 6 No member of the Board of Directors is empowered to act independently without approval of the Board or appropriate committee.

ARTICLE VII DUTIES OF OFFICERS

Section 1 The President will preside at all meetings of the Association and the Board of Directors and perform such other duties as may be required by the Board or the Bylaws of the Association. The President, together with the Secretary, will execute and deliver in the name of the Association any deeds, bonds, contracts or other instruments pertaining to the business of the Association, and perform all duties usually incident to the office of President.

Section 2 The Vice President will assume the duties of the President in the event that the President is unavailable or unwilling to fulfill the duties of President. The Vice President may be deputized by the Board of Directors to assume or assist in such other official duties of officers of the Association and perform all duties usually incident to the office of Vice President.

Section 3 The Secretary will file correct and complete records of all meetings of the Board of Directors and assure that records be kept and filed of the several committees. Such minutes and records will be the property of the Association and open for inspection to any member. The Secretary, together with the President, will sign all financial documents including checks for payments approved by the Board of Directors. The Secretary will at all times keep on file a complete copy of the Articles of Incorporation and the Bylaws of the Association and all amendments and restatements thereof, and when directed to do so, will give proper notice of meetings. The Secretary will perform the duties usually incident to the office of Secretary and may, with approval of the Board of Directors, deputize assistance thereof.

Section 4 The Treasurer will report and file accurate monthly accounts of all moneys of the Association received or disbursed. All records will be kept with approved accounting practices commonly used by not-for-profit cemetery associations. The Treasurer will perform all the duties incident to the office of Treasurer and may, with approval of the Board of Directors, deputize assistance thereof.

ARTICLE VIII QUORUM

Section 1 A quorum at any meeting of the members will be at least a majority of those members qualified and present except that a two-thirds majority of those qualified and present is required to amend these Bylaws.