

# Home of Peace Cemetery Association Bylaws

Approved by the Board of Directors on November 10, 2015

Adopted by a unanimous vote of those present at the annual membership meeting of the Home of Peace Cemetery Association, February 28, 2016.

## Article I.

### Name, History, and Purpose

**Section 1. Name:** The name of this organization shall be “Home of Peace Cemetery Association”, hereinafter referred to as “the Association”.

**Section 2. History:** Organized in 1888 and incorporated in April 1891 under the name of “First Hebrew Benevolent Society of Tacoma, Washington”, the society changed its name to “Home of Peace Cemetery Association” on April 11, 1922 and is currently incorporated as such under 26 U.S.C. section 501(c)(13) of the Internal Revenue Code.

**Section 3. Purpose:** The purpose of the Association is to function as a Jewish burial society for the Jewish community of Pierce County, Washington and to honor our dead in accordance with Jewish religious practices, traditions, and beliefs. Judaism considers mitzvot performed in the caring for the deceased to be of the purest intention, acts for which we cannot be repaid. Yizkor, remembering our dead by doing benevolent deeds, is life affirming and restores our loved ones to us. By performing these acts in their memory, we are connected to them and to all those who have gone before us.

## Article II. Members

**Section 1. Eligibility:** Any person interested in furthering the purpose of Article I, Section 3 above shall be eligible to apply for membership in the Association. Prospective members understand and accept that, when clergy is involved in burial services at Home of Peace Cemetery, those services shall be officiated by Jewish clergy only. In addition, burials shall not take place on the Jewish Sabbath and there shall be only Jewish or secular symbolism or wording displayed within the cemetery grounds. Membership shall be granted upon a majority vote of the Board of Trustees of the Association, subject to payment of an initiation fee and annual dues.

**Section 2. Classes of Membership:** There shall be three classes of membership in the Association: (a) Member: head of household; (b) Associate: spouse and dependent children under the age of 18 and living at home or a full-time student under the age of 22, or a dependent person who is not self supporting; (c) Honorary. The Board of Trustees may confer honorary membership, with no rights or responsibilities, in the Association in recognition of valued contribution to the Association. An honorary member may elect to become a full member with all rights, obligations, and privileges upon payment of annual dues. The Board of Trustees may impose other requirements of membership as the board deems appropriate.

**Section 3. Initiation Fees and Annual Dues:** Initiation fees and annual dues shall be set by the Board of Trustees of the Association and notice of any changes shall be communicated to the Association membership. Continued membership is contingent upon payment of current and past dues and any assessments set by the Board of Trustees.

**Section 4. Voting Rights of Members:** Each member of the Association shall be eligible to vote in Association elections. Should a member not be present at such elections, he or she may appoint a proxy to vote in his or her absence. Such proxy shall be in writing and signed by the member, designating the member of the Association authorized to vote on his or her behalf.

**Section 5. Death of a Member:** Upon his or her death, each member or associate member, current in payment of annual dues and any assessments, is entitled to be interred within the Home of Peace Cemetery grounds in a manner consistent with the provisions of Article I, Section 3 of these bylaws.

**Section 6. Resignation or Termination of Membership.** Upon resignation or termination of a member of the Association, all rights and interest in the Association shall be forfeit. The member shall not be entitled to any refund of initiation fee, dues, or assessments and the member shall retain the obligation to pay outstanding dues or other charges previously accrued. A member may be terminated for failure to pay within two (2) years following the transmission of an invoice notifying the member of his or her financial obligation to the Association.

**Section 7. Reinstatement:** A member who has resigned or has been terminated may be reinstated on such terms as determined by the Board of Trustees of the Association.

### Article III. Meetings and Voting

**Section 1. Annual Meeting:** The annual meeting of the Association shall take place during the first quarter of the civil calendar year at a date, time, and place determined by the President of the Association. The members shall elect directors, receive reports of the Association's activities during the previous year, and determine the direction of the Association for the coming year.

**Section 2. Special Meetings:** Special meetings may be called by either the President of the Association or by a simple majority of the Board of Trustees. Additionally, a petition signed by at least five percent of the members of the Association in good standing shall require that a special meeting be scheduled within thirty (30) days following receipt of a valid petition by the President.

**Section 3. Notice of Meetings:** Notice of all membership meetings shall be transmitted to each member of the Association in good standing at least two weeks prior to any membership meeting.

**Section 4. Quorum:** A majority of members of the Association in good standing present at any duly authorized meeting shall constitute a quorum for the purposes of conducting the business of the Association.

**Section 5. Voting:** All issues to be voted on during a meeting of the Association's membership shall be decided by a simple majority of those present.

## Article IV. Board of Trustees

**Section 1. Board Responsibility:** The Board of Trustees shall be responsible for amending the bylaws, developing policies, procedures, and direction for the Association, and may delegate responsibility for day-to-day operations to various committees.

**Section 2. Size of the Board:** The Board of Trustees of the Association shall be comprised of as many as nine (9) members but no fewer than five (5) members, as set by the Board of Trustees.

**Section 3. Board Compensation:** Board members of the Association receive no compensation for performing their duties but may be reimbursed for reasonable expenses.

**Section 4. Terms of Office and Election:** Each board member of the Association shall serve an initial two-year term and shall be eligible for re-election to successive two-year terms without limitation. One-half of the board positions, as determined by the President, shall be elected in odd-numbered years and the remaining board positions shall be elected in even-numbered years. Should it be necessary, the President shall have authority to extend the term any elected board members to three years. Board members of the Association shall be elected or re-elected by a simple majority of the Association members at the annual meeting.

**Section 5. Meetings:** The Board of Trustees of the Association shall meet at least four (4) times a year at times and places determined by the President. Teleconferenced meetings are permissible provided all participants are able to communicate with and hear each other clearly. Notice of all regularly scheduled and special board meetings shall be transmitted to each board member at least two (2) weeks in advance of such meeting, if feasible.

**Section 6. Duties of the Board of Trustees:** The Board of Trustees of the Association shall have the responsibility to select officers from amongst themselves, approve new members, terminate members, establish annual dues and assessments, recommend amendments to the bylaws of the Association, establish cemetery policies and procedures, and carry out the general supervision of the Association. The Board of Trustees shall report on the actions of the board at the annual meeting of the Association membership.

**Section 7. Quorum:** A majority of the members of the Board of Trustees shall constitute a quorum for purposes of transacting the business of the Association at any regular or special meeting of the board.

**Section 8. Board Vacancy:** Should a vacancy occur, the Executive Committee shall have the authority to appoint a successor to complete the unexpired term.

**Section 9. Reports:** Officers and committee chairpersons each shall prepare a report of activities for the previous year, copies of which shall be given to the President and to the Secretary of the board. Such reports shall be made available to their successors in office and to the membership of the Association.

## Article V.

### Officers of the Association and Their Duties

**Section 1. Officers:** The officers of the Association shall be President, Vice-President, Secretary, Financial Secretary, and Treasurer. They shall perform their respective duties as prescribed by these Bylaws and according to *Robert's Rules of Order, Newly Revised*, and most current edition.

**Section 2. President:** The President shall preside at all membership and board meetings of the Association and shall be Chair of the Board of Trustees and the Executive Committee. The President shall retain his or her voting privilege on any matter brought before the membership or the board and shall have such authority and duties prescribed in these Bylaws or assigned by the board. He or she shall, in consultation with two other officers, have the authority to act in any emergency situation that may arise between board meetings, subject to ratification at the next board meeting.

**Section 3. Vice President:** In the absence of the President, the Vice-President shall perform the duties of President.

**Section 4. Secretary:** The Secretary of the board shall maintain, and preserve complete records of all membership, board, and executive committee meetings. The Secretary also shall receive and preserve end of year reports from committee chairpersons and officers and shall conduct the correspondence of the Association.

**Section 5. Financial Secretary:** The Financial Secretary shall receive all funds collected by the Association and shall deposit all Association funds in such depositories designated by the board and report the same to the Treasurer; shall inform each member of the Association of the status of their payments and

indebtedness to the Association; and shall provide to the President a list of all members entitled to vote. Members entitled to vote shall be those in good standing, having satisfied their financial obligations to the Association.

**Section 6. Treasurer:** The Treasurer shall keep a correct account between the Association and its members; maintain a complete and accurate record of all receipts and disbursements; and shall provide an accounting of all funds at meetings of the Board of Trustees. The Treasurer shall make all financial records available for inspection by necessary parties and shall sign all checks. The Financial Secretary, Treasurer and President shall be authorized to sign checks. Checks over the amount of five thousand dollars (\$5,000) shall require the signature of two of the authorized board members.

**Section 7. Trustees:** Trustees shall perform such duties as the Bylaws and the President shall require and shall at all times act in the best interests of the Association and with such care as an ordinarily prudent person would do in similar circumstances.

**Section 8. Honorary Officers:** Honorary Officers of the Association, because of past or current service to the Association, may be designated for recognition by the President with the concurrence of the board. Such an office entails no specific duties and in no way conflicts with the honoree's ability to hold regular office or to perform duties requested by the President.

**Section 9. Election of Officers:** Officers shall be elected by the Board of Trustees from a slate proposed by the executive committee. Officers serve a two year term or until a successor is elected. An officer's term shall commence at the board meeting following the close of the annual meeting.

## Article VI.

### **Executive Committee**

**Section 1. Composition:** The Executive Committee shall be the President and at least two other officers or an officer and another trustee of the board.

**Section 2. Duties:** The Executive Committee shall prepare the slate of officers proposed for election; shall appoint the chairperson of each committee; shall manage the affairs of the Association between board meetings; and shall report actions it has taken in the interim for ratification by the full board at the next meeting of the board.

Article VII.  
**Special Committees**

**Section 1.** The President may appoint special committees of one or more persons who may or may not be board members of the Association, depending on the level of technical expertise required for the task assigned. A non-board member serving on a special committee shall be an ex-officio member of the Board of Trustees for the time he or she serves on a special committee. Upon completion of each committee's assignment, the Board of Trustees will determine the advisability of maintaining the committee's structure.

Article VIII.  
**Amendments to the Bylaws**

**Section 1.** Proposed amendments to the Bylaws of the Association, approved by the Board of Trustees, may be presented for adoption at any-annual or specially called membership meeting. A two-thirds vote of members in good standing present at the meeting shall be required for adoption. Proposed amendments shall be submitted in writing to the membership at least two weeks in advance of the meeting.

Article IX.  
**Fiscal Year**

**Section 1.** The Fiscal Year of the Association shall commence on January 1 and shall end on December 31 of each civil calendar year. Burials shall be counted and recorded in accordance with the association's fiscal year. The corresponding Jewish calendar date of burial also shall be recorded.

Article X.  
**Parliamentary Authority**

**Section 1.** The most current edition of *Robert's Rules of Order, newly revised* shall govern the conduct of meetings of the Association.

Article XI.  
**Comply with Activities Permitted  
By Tax-exempt Corporations**

**Section 1.** Notwithstanding any other provision of these articles, the Association, the Board of Trustees, or an individual member or board member shall (1) not perform or cause to be implemented any activity not permitted by an organization exempt from federal income tax under section 501(c)(13) of the Internal Revenue Code or a corresponding provision of any future federal tax code; (2) nor accept any Association contributions that do not meet the definition of Charitable Contribution as defined under section 170(c)(2) of the Internal Revenue Code or the corresponding provision of any future federal tax code.

Article XII.  
**Dissolution of Corporation; Distribution of the Assets**

**Section 1.** Upon dissolution of the Home of Peace Cemetery Association, the Board of Trustees shall, after paying or making provisions for the payment of all liabilities of the Association, offer the remaining monetary and investment assets and unoccupied real estate owned by the Association to any entity that has objectives substantially similar to those of the Association within the meaning of section 501(c)(13), cemeteries, of the Internal Revenue Code or the corresponding provision of any future federal tax code. Such transfer of assets and real estate shall be contingent upon a stipulation agreed to by the entity receiving such assets and real estate that it shall maintain and care for, in perpetuity, all existing burial sites located within the physical boundaries of the Home of Peace Cemetery. If no such entity is willing or able to accept such conditions, the Association shall distribute the assets and unoccupied real estate owned by the Association to the federal government or to the State of Washington or to Pierce County, with the stipulation that all existing burial sites within the physical boundaries of the Home of Peace Cemetery shall be maintained and cared for in perpetuity. Upon acceptance of this condition precedent, the remaining unoccupied real estate within the boundaries of the Home of Peace Cemetery shall be used for a public purpose.

Article XIII.  
**Investment and Certification of these Bylaws**

**Section 1.** These By-Laws, Rules and Regulations shall take effect from the time of approval by the membership. All Laws, Rules and Regulations now in force shall stand repealed.

**Section 2.** These amended bylaws were approved at a meeting of the Board of Trustees by greater than two-thirds majority vote on November 10, 2015 (Cheshvan 28, 5776).

Officers and Trustees

Michael Doctor	President
Mickey Portnoy	Vice-President
Deb Freedman	Secretary
Lenny Reisberg	Treasurer
David Aqua	Financial Secretary
Jim Friedman	Trustee
Herman Kleiner	Trustee
Harvey Rosen	Trustee