

AMENDED AND RESTATED BYLAWS
OF
OAKLAND CEMETERY LOT OWNERS ASSN OF DALLAS

ARTICLE ONE

NAME, POWERS AND OFFICES

Section 1.1. Name and Purpose. The name of the corporation is Oakland Cemetery Lot Owners Assn of Dallas (the "Corporation"). The Corporation, which is not operated for profit, is organized and operated solely for the purposes of caring and maintaining for a cemetery within the meaning of Section 501(c)(13) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"), Section 11.17 of the Texas Tax Code and Section 711.001(4) of the Texas Health and Safety Code. Within the scope of the foregoing purpose, but not by way of limitation thereof, the Corporation shall care for and maintain the Oakland Cemetery located in Dallas County, Texas, including the lots, graves, sidewalks and roads within the Oakland Cemetery, and participate in acts or deeds that will improve, beautify and adorn the Oakland Cemetery.

Section 1.2. Powers. The Corporation is a nonprofit corporation and shall have all of the powers, duties, authorizations and responsibilities as provided in the Texas Business Organizations Code; provided, however, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income tax as an organization described in Section 501(c)(13) of the Internal Revenue Code.

Section 1.3. Offices. The Corporation may have, in addition to its registered office, offices at such places both within and without the State of Texas, as the Board of Directors may from time to time determine or as the activities of the Corporation may require.

ARTICLE TWO

MEMBERS

Section 2.1. Membership. The Corporation shall have no designated capital stock. All owners of cemetery lots in Oakland Cemetery shall be the members of the Corporation. Only members of the Corporation may serve on the Board of Directors of the Corporation.

Section 2.2. Annual Meetings. Beginning in 2021, an annual meeting of members shall be held each year immediately after the annual meeting of the Board of Directors of the Corporation, or at such other time and place as shall be determined by the Board of Directors of the Corporation and communicated to all members. Written notice of the place, date and time of each annual meeting of members shall be delivered not less than ten (10) nor more than sixty (60) days before the date of such meeting, to each member.

Section 2.3. Special Meetings. Special meetings of the members may be called by the President of the Corporation or at least two (2) members of the Board of Directors of the Corporation. Written notice of the place, date, time and purpose of each special meeting of members shall be delivered to each member not less than three (3) days prior to the time of the meeting. No business shall be transacted at a special meeting of members except as stated in the notice of such meeting.

Section 2.4. Place of Meetings. Meetings of members shall be held at such places, within or without the State of Texas, as may from time to time be determined by the Board of Directors or as may be specified in the respective notices or waivers of notice thereof.

Section 2.5. Quorum and Manner of Acting. The presence in person or by written proxy of a majority of the members entitled to vote at a meeting of members held in accordance with these Bylaws shall be necessary and sufficient to constitute a quorum for the transaction of business at such meeting. Except as otherwise provided by any statute, the Charter or these Bylaws, the act of a majority of the members voting at any meeting of members at which a quorum is present shall constitute the act of the members. If a quorum is not present at any meeting of the members, the members present and entitled to vote at such meeting shall adjourn the meeting from time to time, without notice other than announcement at the meeting, until such time as a quorum is present. At any such adjourned meeting at which a quorum shall later be present, any business may be transacted which might have been transacted at the meeting as originally convened.

Section 2.6. Voting. Each member shall be entitled to one (1) vote on each matter submitted to a vote at any meeting of members, except as otherwise provided by statute, the Charter or these Bylaws. A member may vote in person or by written proxy.

ARTICLE THREE

BOARD OF DIRECTORS

Section 3.1. General Powers; Delegation. The activities, property and affairs of the Corporation shall be managed by its Board of Directors, who may exercise all such powers of the Corporation and do all such lawful acts and things as are permitted by statute, by the Charter or by these Bylaws.

Section 3.2. Number and Qualifications. The Board of Directors shall consist of such number of directors as shall be determined from time to time by resolution of the Board of Directors; provided, that at no time shall the number of directors be less than three (3), and no

decrease in number shall have the effect of shortening the term of any incumbent director. Each director shall be a member of the Corporation.

Section 3.3. Election and Term of Office. Each director of the Corporation shall be elected at the annual meeting of the Board of Directors and shall serve a one-year term that shall end at the next annual meeting of the Board of Directors and until such director's successor is chosen and qualified, or until such director's earlier death, resignation, retirement, disqualification, or removal from office. Directors may serve an indefinite number of consecutive terms.

Section 3.4. Filling of Vacancies. Any vacancy occurring in the Board of Directors resulting from the death, resignation, retirement, disqualification or removal from office of any director shall be filled by the Board of Directors. Any director appointed to fill a vacancy shall hold office until the next annual meeting of the Board and until such director's successor is chosen and qualified, or until such director's earlier death, resignation, retirement, disqualification or removal from office.

Section 3.5. Removal. Any director may be removed, either for or without cause, by the affirmative vote of a majority of the Board present at any meeting of the directors at which a quorum is present, if notice of the intention to act upon such matter shall have been given in the notice of such meeting and if such notice is provided to the director proposed to be removed.

Section 3.6. Resignation. Any director may resign at any time by delivering written notice to the Board of Directors or to the President of the Corporation. The resignation is effective when the notice is delivered, unless the notice specifies a later effective date.

Section 3.7. Chair of the Meeting. The President, if present and acting, shall preside at all meetings. Otherwise, any other director chosen by the Board, shall preside.

Section 3.8. Place of Meeting. Meetings of the Board of Directors shall be held at such places, within or without the State of Texas, as may from time to time be fixed by the Board of Directors or as shall be specified or fixed in the respective notices or waivers of notice thereof.

Section 3.9. Annual Meetings. An annual meeting of the Board of Directors, shall be held each year during the third week of the month of January. Notice of the place, date and time of each annual meeting of the Board of Directors shall be delivered to each director not less than ten (10) nor more than sixty (60) days before the date of such meeting. At such annual meeting, the directors shall elect directors and officers and transact any and all other business as may properly come before the meeting.

Section 3.10. Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly at such times and places as may be fixed from time to time by resolution adopted by the Board and communicated by written notice to all directors. Except as otherwise provided by statute, by the Charter or by these Bylaws, any and all business may be transacted at any regular meeting. Notice of such meeting shall be given to all members of the Board not less than ten (10) nor more than thirty (30) days before the date of such regular meeting.

Section 3.11. Special Meetings. Special meetings of the Board shall be held whenever called by the President or at least two (2) directors then in office. Any such special meeting shall be held at such time, place and date as shall be designated by the President or the two (2) directors that called such special meeting. Notice of such meeting shall be given to all members of the Board at least three (3) days prior to, but no more than ten (10) days prior to, the meeting.

Section 3.12. Quorum and Manner of Acting. At all meetings of the Board of Directors, the presence of a majority of the number of directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by statute, by the Charter or by these Bylaws. The act of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by statute, by the Charter or by these Bylaws, in which case the act of such greater number shall be requisite to constitute the act of the Board of Directors. If a quorum shall not be present at any meeting of the directors, the directors present thereat may adjourn the meeting until a quorum shall be present. At any such adjourned meeting at which a quorum shall later be present, any business may be transacted which might have been transacted at the meeting as originally convened.

Section 3.13. No Compensation. Directors shall not receive compensation for their services as directors, but may receive reimbursement for expenses incurred on behalf of the Corporation or in attending meetings of the Board of Directors.

ARTICLE FOUR

COMMITTEES

Section 4.1. Committees of Directors. The Board of Directors by resolution adopted by a majority of the directors in office may designate one or more committees, which to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation. Each such committee shall consist of two (2) or more persons, a majority of whom are directors. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on the Board of Directors or such director by law.

Section 4.2. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the directors of the Corporation and until such member's successor is appointed, unless the committee is sooner terminated, or unless such member is removed from such committee or shall cease to qualify as a member thereof.

Section 4.3. Chair. Unless otherwise designated by these Bylaws, one or more members of each committee shall be appointed chair, or co-chair, by the person or persons authorized to appoint the members thereof.

Section 4.4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 4.5. Quorum; Manner of Acting. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum, and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 4.6. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE FIVE

NOTICES

Section 5.1. Manner of Giving Notice. Whenever, under the provisions of any statute, the Charter or these Bylaws, notice is required to be given to any director or committee member of the Corporation, and no provision is made as to how such notice shall be given, it shall not be construed to require personal notice, but any such notice may be given in writing by hand delivery, by facsimile transmission, by electronic mail or other form of electronic communication permitted by the Texas Business Organizations Code, or by mail, postage prepaid, addressed to such director or committee member at such person's address as it appears on the records of the Corporation. Any notice given by mail shall be deemed to be delivered at the time when the same shall be thus deposited in the United States mails, as aforesaid. Any notice given by facsimile transmission or electronic mail or other form of electronic communication shall be deemed to be given upon successful transmission of such facsimile or electronic mail or other form of electronic communication.

Section 5.2. Waiver of Notice. Whenever any notice is required to be given to any director or committee member of the Corporation under the provisions of any statute, the Charter or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether signed before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE SIX

OFFICERS, EMPLOYEES AND AGENTS: POWERS AND DUTIES

Section 6.1. Elected Officers. The elected officers of the Corporation shall include a President, a Secretary and a Treasurer, and may include one or more Vice Presidents, as may be determined from time to time by the Board of Directors (and in the case of any such Vice President, with such descriptive title, if any, as the Board of Directors shall deem appropriate). Any two (2) or more offices may be held by the same person, except that the President and the Secretary shall not be the same person.

Section 6.2. Election. So far as is practicable, all elected officers shall be elected by the Board of Directors at each annual meeting thereof.

Section 6.3. Appointive Officers. The Board of Directors may appoint such other officers and assistant officers and agents as it shall from time to time deem necessary, who shall exercise such powers and perform such duties as shall be set forth in these Bylaws or determined from time to time by the Board of Directors.

Section 6.4. Term of Office; Removal; Filling of Vacancies. Each elected officer of the Corporation shall hold office for a one-year term concluding upon the next annual meeting of the Board of Directors following such officer's election, and until such officer's successor is chosen and qualified in such officer's stead or until such officer's earlier death, resignation, retirement, disqualification or removal from office. Each appointive officer shall hold office at the pleasure of the Board of Directors without the necessity of periodic reappointment. Any officer or agent may be removed at any time by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors.

Section 6.5. Removal. Any officer may be removed, either for or without cause, by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.

Section 6.6. Resignation. Any officer may resign at any time by delivering written notice to the President or the Secretary of the Corporation. The resignation is effective when the notice is delivered, unless the notice specifies a later effective date.

Section 6.7. No Compensation. Officers shall not receive any compensation for their services in such capacity, but may be reimbursed for reasonable expenses incurred in performing their duties.

Section 6.8. President. The President shall have general supervision of the activities and affairs of the Corporation and shall have general and active control thereof. The President shall preside when present at meetings of the Board of Directors. The President shall have general authority to execute bonds, deeds and contracts in the name of the Corporation, and in general to exercise all the powers usually appertaining to the office of president of a corporation, except as otherwise provided by statute, the Charter, these Bylaws or the Board of Directors. In the absence or disability of the President, the duties of such office shall be performed and the powers may be exercised by the Vice Presidents, if any, in the order of their seniority, unless otherwise determined by the Board of Directors.

Section 6.9. Vice Presidents. Each Vice President, if any, shall generally assist the President and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to such office by the Board of Directors.

Section 6.10. Secretary. The Secretary shall see that notice is given of all meetings of the Board of Directors and shall keep and attest true records of all proceedings at all meetings of the

Board of Directors. The Secretary shall keep and account for all books, documents, papers and records of the Corporation, except those for which some other officer or agent is properly accountable. The Secretary shall generally perform all duties usually appertaining to the office of secretary of a corporation. In the absence or disability of the Secretary, the duties of such office shall be performed and the powers may be exercised by the President or another member of the Board of Directors.

Section 6.11. Treasurer. The Treasurer shall (i) keep account of all funds and properties of the Corporation and keep an accurate account of all funds received and discharged; (ii) except as otherwise ordered by the Board of Directors, have the custody of all the funds and securities of the Corporation and shall deposit the same in such banks or depositories as the Board of Directors shall designate; (iii) keep proper books of account and other books showing at all times the amount of the funds and other properties belonging to the Corporation; (iv) submit and review a report of the accounts and financial condition of the Corporation at each meeting of the Board of Directors; (v) disburse all moneys and sign all checks and other instruments drawn on or payable out of the funds of the Corporation; (vi) in general, perform all the duties which are incident to the office of treasurer of a corporation; and (vii) perform such additional duties as may be prescribed from time to time by the President or the Board of Director.

ARTICLE SEVEN

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 7.1. Contracts. The Board of Directors may authorize any officer or officers, or agent or agents, of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 7.2. Checks, Drafts or Orders for Payment. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 7.3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select or as may be selected in accordance with procedures established by the Board of Directors.

Section 7.4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes, or for any special purpose, of the Corporation. Prior to acceptance of any non-cash contribution, gift, bequest, or devise (other than marketable securities that are traded on a recognized securities exchange), the Board of Directors (or its designee) shall determine, by resolution thereof, that the acceptance of such non-cash contribution, gift, bequest, or devise by the Corporation would be in the best interests of the Corporation.

Section 7.5. Loans to Officers and Directors Prohibited. No loans shall be made by the Corporation to its officers or directors, and any director voting for or assenting to the making of any such loan, and any officer participating in the making thereof, shall be jointly and severally liable to the Corporation for the amount of such loan until repayment thereof.

Section 7.6. Conflicts of Interest. No contract or agreement may be entered into by and between the Corporation and a director, officer, committee member, or employee of the Corporation (hereinafter an “Insider”); or (b) corporation, partnership, trust, sole proprietorship or any other entity (hereinafter an “Entity”) in which an interest is owned or held, directly or indirectly, by or for the benefit of an Insider, unless the transaction is approved in accordance with Section 22.230 of the Texas Business Organizations Code; provided, however, that the following contracts and agreements shall not be subject to the foregoing prohibition: a wholly gratuitous transfer of assets or promise to transfer assets to the Corporation of any kind, including, but not limited to, a charitable contribution of cash or property to the Corporation, an interest-free loan, a wholly gratuitous lease, a pledge, a guarantee, an assumption of liability, a bailment, or a consignment. All Insiders shall, as a condition of qualifying and continuing to qualify as a director, officer, committee member and/or employee of the Corporation, abide by such conflict of interest policies as the Board of Directors may adopt from time to time.

ARTICLE EIGHT

ACTIONS WITHOUT MEETINGS

Section 8.1. Action By Consent. Any action required or permitted to be taken at any meeting of the directors or committee members may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by at least a majority (or such greater percentage as may be required for the particular action under the Texas Business Organizations Code or these Bylaws) of all of the directors or committee members, as the case may be. Prompt notice of the taking of any action by the directors or committee members without a meeting by less than unanimous written consent shall be given to those directors or committee members who did not consent in writing to the action.

Section 8.2. Electronic Transmission. An electronic transmission of a consent by a director or committee member is considered a signed writing if the transmission contains or is accompanied by information from which it can be determined that the electronic transmission was transmitted by the director or committee member, as the case may be, and the date on which it was transmitted.

ARTICLE NINE

MISCELLANEOUS

Section 9.1. Dividends Prohibited. No part of the net income of the Corporation shall inure to the benefit of any private individual and no dividend shall be paid and no part of the

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income of the Corporation shall be distributed to its directors, officers or any other private individual.

Section 9.2. Books and Records. The Corporation shall keep at its principal office correct and complete books and records of account, the activities and transactions of the Corporation, minutes of the proceedings of the Board of Directors and any committee of the Corporation, and a current list of the directors and officers of the Corporation and their respective addresses. Any of the books, minutes, and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 9.3. Indemnification. The Corporation shall indemnify and hold harmless any present or former director or officer of the Corporation against any judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses, including attorneys' fees, imposed upon or reasonably incurred by such officer or director in connection with any claim or lawsuit imposed by reason of said officer or director having been an officer or director to the full extent permitted by the Texas Business Organizations Code, or the corresponding provision or provisions of any successor statute. The Corporation shall advance and pay the expenses (including attorneys' fees) incurred by any officer or director of the Corporation in defending any civil, criminal, administrative or investigative action, suit or proceeding in advance of the final disposition of such action, suit or proceeding; provided, however, that the payment of expenses incurred by an officer or director in advance of the final disposition of the action, suit or proceeding shall be made only upon receipt of an undertaking by or on behalf of the officer or director to repay all amounts advanced if it should be ultimately determined that such person is not entitled to be indemnified under this Article or otherwise. The Corporation may indemnify, hold harmless and advance expenses to any present or former employee or agent of the Corporation, or any other person serving at the request of the Corporation, to the same extent that it is required to indemnify, hold harmless and advance expenses to its officers or directors under this Article. The provisions of this Article shall be deemed cumulative of and in addition to any other limitation of liability or right of indemnity to which the Corporation's directors, officers, agents or employees may be entitled under any statute, bylaw, agreement, insurance policy, vote of its directors, principle of law or otherwise.

Section 9.4. Dissolution. In the event the Corporation is dissolved, after all liabilities and obligations of the Corporation are paid or provision is made therefor, the Board of Directors of the Corporation shall adopt a plan for the distribution of all the remaining assets of the Corporation to such organization or organizations which are organized and operated solely for the exempt purpose within the meaning of Section 501(c)(13) of the Code. No director or officer and no private individual will be entitled to share in the distribution of any assets of the Corporation in the event of its dissolution.

Section 9.5. Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 9.6. Meetings By Telephone or Other Remote Communications Technology. Subject to the provisions of applicable law and these Bylaws regarding notice of meetings, members of the Board of Directors or members of any committee designated by such Board of

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Directors may, unless otherwise restricted by statute, by the Charter or by these Bylaws, participate in and hold a meeting by using conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, or by using any other suitable electronic communications system, including video conferencing technology or the Internet (but only if, in the case of such other suitable communications system, each person entitled to participate in the meeting consents to the meeting being held by means of that system, and the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant). Participation in a meeting pursuant to this Section 9.6 shall constitute presence in person at such meeting, except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened.

Section 9.7. Gender. Words of either gender used in these Bylaws shall be construed to include the other gender, unless the context requires otherwise.

Section 9.8. Invalid Provisions. If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, shall remain valid and operative.

Section 9.8. Headings. The headings used in these Bylaws are for convenience only and do not constitute matter to be construed in the interpretation of these Bylaws.

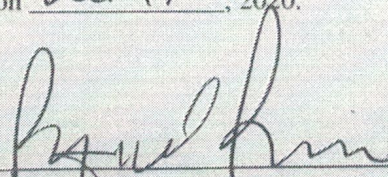
ARTICLE TEN

AMENDMENTS

These Bylaws may be amended or repealed, or new bylaws may be adopted at any annual or special meeting of the Board of Directors at which a quorum is present by the affirmative vote of a majority of the directors present at the meeting, provided notice of the proposed amendment, repeal or adoption be contained in the notice of such meeting; and provided further, that the foregoing notice requirement shall not prohibit the Board from adopting the proposed amendment, effecting the proposed repeal or adopting the proposed new bylaws, as the case may be, in a modified form which is not identical to that described or set forth in the notice of such meeting.

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The undersigned, being the duly elected and qualified Secretary of the Corporation, hereby certifies that the foregoing Amended and Restated Bylaws of the Corporation were duly adopted by the Board of Directors of the Corporation on DEC. 17, 2020.



Ralph Rivera, Secretary