**MINUTES OF THE ORGANIZATIONAL MEETING OF DIRECTORS**

The organizational meeting of the Directors of The \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_Cemetery Association (\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_County, Texas) was convened in the offices of the Association at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Texas \_\_\_\_\_\_\_\_\_\_\_, at \_\_\_\_\_\_\_\_ p.m./ a.m. on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, pursuant to call by the directors named in the Articles of Incorporation, as evidenced by their signatures hereto. The initial directors named in the Articles of Incorporation were present, as well as\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_. The directors accepted their office, and began the discharge of their duties.

The directors waived notice of the time, place and purpose of the meeting as evidenced by their signatures. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ served as President and \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ served as Secretary of the meeting.

The president reported that the Certificate of Formation of the Association as a Texas Nonprofit Corporation had been filed in the Office of the Secretary of State of the State of Texas on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

The Certificate of Formation was reviewed by the Directors. On motion duly made, seconded and unanimously adopted, the Certificate was accepted and approved.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_presented a form of Bylaws for the regulation and management of the affairs of the Association as prepared by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_. The Bylaws were reviewed and on motion duly made, seconded and unanimously adopted, it was:

**RESOLVED** that the Bylaws submitted to and reviewed by this meeting are adopted as the Bylaws of this Association and the Secretary shall insert them in the Minute Book of the Association. On nomination and by unanimous vote, the following were elected officers with the titles shown to serve until the first Director's meeting after the next annual membership meeting.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**President**

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Secretary/Treasurer**

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Vice-President**

The newly elected officers were present and accepted their offices, and began the discharge of their duties. The Secretary presented a Minute Book of the Association containing a copy of the Articles of Formation and Bylaws approved by the meeting. On motion duly made, seconded and unanimously adopted, it was:

**RESOLVED** that (1) the Minute Book presented to this meeting by the Secretary is approved and adopted, and the action of the Secretary in copying or inserting in it the Articles of Formation and the Certificate of Formation and the Bylaws, is ratified and approved, and (2) the Secretary is instructed to authenticate the Minute Book, to retain custody of it, and to insert in it the minutes of this meeting and of other proceedings of the minutes, directors, and executive committee.

The Secretary presented a corporate seal. On motion duly made, seconded and unanimously adopted, it was:

**RESOLVED** that the corporate seal, an impression of which appears on the margin of these minutes is approved and adopted.

The Treasurer stated that it would be necessary for the Association to maintain checking and other accounts with banking institutions. The Treasurer pointed out that the President should be authorized to enter into contracts on behalf of the association for services to benefit the \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_Cemetery. On motion duly made, seconded and unanimously adopted, it was:

**RESOLVED** that the President and Secretary are authorized to execute bank form resolutions to establish accounts with such banks which the President may determine to be necessary for the business of the Association, and that such bank account resolutions be evidenced in the Minute Book by insertion of properly completed portions of the printed forms prepared by the banks; and that the President is authorized to enter into contracts for services or goods on behalf of the Henderson Family Cemetery as the business of the Association may require and to execute any and all documents incident and necessary to such ends. The Treasurer stated that it would be necessary to adopt a fiscal year and to seek tax status as a charity. On motion duly made, seconded and unanimously adopted, it was:

**RESOLVED,** that the fiscal year of the Association shall be the calendar year and the Treasurer shall act to obtain favorable tax status through appropriate filings with the Internal Revenue Service.

Since there was no further business to come before the meeting, it was adjourned by unanimous agreement.

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Secretary

Approved by the Board of Directors this \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_, \_\_\_\_\_\_\_\_\_\_.

**Signature lines for all directors**

After each name show term of office (indicate by year of expiration for easy maintenance of records on staggered terms). After organizational minutes; maintain records in following years for meetings of members indicating election of directors)

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Director

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Director