

TABLE OF CONTENTS

Contents	2
BY-LAWS.....	2
THE FREDERICK DOUGLASS MEMORIAL PARK, INC.	2
PRINCIPAL OFFICE	2
MEMBERS.....	2
BOARD OF DIRECTORS.....	4
OFFICERS EMPLOYEES and AGENTS.....	6
RELATED PARTY TRANSACTIONS.....	7
COMMITTEES.....	9
FISCAL YEAR.....	13
INDEMNIFICATION	13
ARTICLE IX.....	13

BY-LAWS
OF
THE FREDERICK DOUGLASS MEMORIAL PARK, INC.

BY LAWS

Adopted Tuesday November 12, 2019

ARTICLE I

PRINCIPAL OFFICE

Section 1. Principal Office. The principal office of Frederick Douglass Memorial Park (the "Corporation") shall be in the State of New York. The Corporation may also have offices at such other places as the Board of Directors of the Corporation (the "Board") may from time to time determine.

ARTICLE II

MEMBERS

Section 1. Membership shall be open to Lot Owners and non-Lot Owners.

(a) Lot Owners: Any person who has or hereafter shall have a lawful title to the use of a niche, crypt, lot, plot or part thereof (hereinafter a "Lot"), belonging to the Corporation in the manner set out in the New York Not-for-Profit Corporation Law (the "N-PCL") 1512 shall be a Lot Owner of the Corporation.

(b) At any time when more than one person is entitled to the possession, care and control of a Lot, any of the persons so entitled thereto may file with the Corporation an affidavit setting forth the names and places of residence of all the persons entitled to the possession, care and control of such Lot, and the Corporation shall be entitled to rely upon the truth of the statements contained in such affidavit. In the absence of such an affidavit, the Corporation shall rely upon the information in its records concerning the ownership of a particular Lot.

(c) Non-Lot Owners: Any person over the age of 18 years and of sound moral character may apply for membership in the corporation

(d) The application for membership of a non-Lot Owner must be approved by a majority vote of the members present at a regularly scheduled meeting of the membership.

(e) The Corporation shall maintain a lot owner/non lot owner membership ratio of at least 66% lot owners.

Section 2 Annual Membership Meeting and Report. An Annual Meeting of all members shall be held at a time and place determined by the Board. The Directors shall make an annual report to the Members of their doings, and of the management and condition, and fiscal concerns of the Corporation, known as the Report to the Members.

Section 3 . Notice of Membership Meeting. Notice of any meeting of Owners shall be given by publication on the corporations factbook page and in the SI Advance once a week for three successive weeks preceding the date of the meeting. The Corporation shall also prominently post notice of such meeting on the homepage of the Corporation's website continuously from the date of publication through the date of the meeting. The Corporation shall send notice of meetings by first class mail to any member who requests in writing that such notices be delivered by such method.

Section 4 Quorum. For membership Meeting: Five (5) members, two of whom are Directors. entitled to vote at a meeting, present in person or by proxy, shall constitute a quorum.

Section 5 . Voting. Each Lot Owner, or if there are two or more Lot Owners of a Lot, one of them designated in writing by a majority of them, shall be entitled to one vote. No Lot Owner shall be entitled to vote unless all assessments against the Lot of such owner shall have been paid. At any time when more than one person is entitled to the possession, care or control of a Lot, the persons so entitled thereto shall file with the Corporation a designation of a person who shall exercise the voting rights of the Lot. If no designation has been filed or if the designation on file does not meet the standards of N-PCL 512 and any applicable internal guidelines, the Corporation may determine that none of the purported owners are entitled to vote with respect to the Lot in question

Section 6. Proxies. Any Lot Owner entitled to vote or to participate in a meeting may authorize another person to do so by proxy. In the event a Lot Owner has executed a proxy which has been in effect for five or more years, the Corporation shall not honor such proxy unless it is presented with proof that the Lot Owner has been sent a written notice at the address listed in the records of the Corporation at least thirty days prior to the meeting at which the proxy is to be exercised advising the Lot Owner that the proxy is still effective. The notice shall identify the date, time and place of such meeting, and the name of the person holding the proxy shall state that it may, unless the proxy provides otherwise, be terminated at any time. Such notice need not be mailed more frequently than every fifth year.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers and Number. The Board shall have general power to control and manage the affairs and property of the Corporation. The number of Directors constituting the entire Board shall be not less than five (5) nor more than thirty (30). The entire Board shall be the number of Directors within such range that is fixed by the Board, or if no number is fixed, then the entire Board shall be the number of Directors that were elected or appointed as of the most recently held election of Directors as well as any Directors whose terms have not yet expired. No decrease in the number of Directors shall shorten the term of any incumbent Director.

Section 2. Election and Term of Office. Directors shall be elected at the annual meeting of the Members. Following the adoption of these by-laws, the Directors shall be divided into two classes, with staggered three-year terms, such that, at each subsequent annual meeting of the members, the term of office of one class of Directors will expire and the election of that class will occur. The classes will be of equal number to the extent possible. Any Director elected by the Board to fill an unexpired term (whether resulting from the death, resignation or removal of a Director or created by an increase in the number of Directors shall hold office until the next election of Directors. In any event, each Director will continue in office until his or her successor is elected and qualified, or until his or her earlier death, resignation or removal. Only candidates nominated by the Nominating and Governance Committee will be eligible for election to the Board.

No Officer shall serve more than 2 consecutive 3-year terms.

Section 3. Meetings. Meetings of the Board may be held at any place within or without the State of New York as the Board may from time to time fix, or as shall be specified in the notice or waivers of notice thereof, with at least one meeting per year held at Frederick Douglass Memorial Park. The annual meeting of the Board shall be held at a time and place fixed by the Board or as shall be specified in the notice or waiver of notice of the annual meeting. Regular meetings of the Board will be held four times per year. Special meetings of the Board shall be held whenever called by a majority of the Board or the President, in each case at such time and place as shall be fixed by the person or persons calling the meeting.

Section 4. Notice of Meetings. Notice of the time and place of each regular or special meeting of the Board shall be mailed to each Director, via electronic mail or written mail, postage prepaid, addressed to him or her at his or her residence or usual place of business (or at such other address as he or she may have designated in a written request made to the Secretary), at least seven (7) days before the day on which the meeting is to be held; provided, however, that notice of special meetings to discuss matters requiring prompt action may be given personally, by telephone or by electronic mail, no less than forty-eight (48) hours before the time at which such meeting is to be held. Notice of a meeting need not be given to any Director who submits a waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. Such waiver of notice may be written or electronic. If written, the waiver must be executed by the Director signing such waiver or causing

his or her signature to be affixed to such waiver by any reasonable means. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director

Section 5. Quorum. A majority of Directors constituting the entire Board shall constitute a quorum for the transaction of business or of any specified item of business. Participation by one or more Directors by means of web, video or telephone conference or similar communications equipment allowing all persons participating in the Board or committee meeting to hear each other at the same time shall constitute presence at such meeting. Directors who are present at a meeting but not present at the time of a vote due to a conflict of interest or related party transaction shall be determined to be present at the time of the vote for purposes of obtaining a quorum. If at any meeting of the Board there shall be less than a quorum present, the Directors present may adjourn the meeting until a quorum is obtained. Notice of the time and place of such adjourned meeting shall be given to Directors who were not present at the time of such adjournment.

Section 6. Voting. Except as otherwise provided by statute or by these by-laws, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board.

Section 7. Action by the Board Without a Meeting. Any action required or permitted to be taken by the Board or by any committee thereof may be taken without a meeting if all members of the Board or the committee consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the Director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director. The resolution and the consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

Section 8. All Directors must be lot owners.

Section 9. Advisory Directors :The Board may appoint Advisory Directors s to serve in such office for such term as the Board may determine.-Advisory Directors shall be entitled to receive notice of meetings of the Board and to attend such meetings, but they shall not have the right to vote. Advisory Directors shall serve at the pleasure of the Board.

ARTICLE IV

OFFICERS EMPLOYEES and AGENTS

Section 1. Officers. The Board may elect , a President, a Vice President, a Secretary a Treasurer and such other Officers as the Board may from time to time deem necessary. The President may additionally appoint one or more Vice Presidents who shall also be Officers of the Corporation, subject to approval by a majority of the Board. One person may hold more than one office in the Corporation as long as the offices of President and Secretary are not held by the same person. The President shall be a member of the Board, and no employee of the Corporation shall serve in these offices. The other Officers may, but need not, be members of the Board. No instrument required to be signed by more than one Officer may be signed by one person in more than one capacity.

Section 2. Election Term of Office and Termination. The Officers of the Corporation elected by the Board, excluding the President, shall be elected for a three (3) -year term at the annual meeting of the Board, and each shall continue in office until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal. Any Officer appointed by the President shall serve at the pleasure of the President. The President shall serve at the pleasure of the Board. No Officer may serve more than 2 consecutive 3-year terms.

Section 3. Removal. Any Officer of the Corporation elected by the Board may be removed with cause by a vote of 66% of the Board. Any Officer appointed by the President may be removed by the President by a vote of 66% of the Board.

Section 4. Vacancies. In case of any vacancy in any office elected by the Board, a successor to fill the unexpired portion of the term may be elected by the Board.

Section 5. Officers Powers and Duties. The powers and duties of the Officers of the Corporation in the management of the affairs, property and business shall, subject to the control of the Board, be as follows:

(a) President: The President shall be the chief executive officer of the Corporation and, subject to the direction and control of the Board, shall have general supervision over the operations and employees of the Corporation. He or she shall perform such other duties as from time to time may be assigned by the Board.

(b) Vice President: ... The vice president is the operations officer of the organization and in this capacity shall perform those functions delegated to the vice president by the president.

- Perform the duties of the president when the president is unable to perform them.

- Serve as the chair of at least one committee that is operational in scope.

(c) Secretary: The Secretary shall keep the minutes of the Annual Meeting and all meetings of the Board. He or she shall be responsible for the giving and serving of all notices of the Corporation, and shall perform all the duties customarily incident to the office of Secretary, subject to the control of the Board, and shall perform such other duties as shall from time to time be assigned to him or her by the Board.

- (d) Treasurer The Treasurer shall:
Perform those functions delegated to the treasurer by the president.
- Safeguard the assets of the organization.
 - Maintain control over the receipt and disbursement of the organization's funds.
 - Serve as chair of the Finance committee.
 - Oversee the preparation of the annual budget.

ARTICLE V

RELATED PARTY TRANSACTIONS

Section 1. Definitions.

(a) A related party transaction is any transaction, agreement or any other arrangement in which a related party has a financial interest and in which the Corporation or any affiliate of the Corporation is a participant, except that a transaction shall not be a related party transaction if: (i) the transaction or the related party's financial interest in the transaction is de minimis; (ii) the transaction would not customarily be reviewed by the Board or Boards of similar organizations in the ordinary course of business and is available to others on the same or similar terms; or (iii) the transaction constitutes a benefit provided to a related party solely as a member of a class of the beneficiaries that the Corporation intends to benefit as part of the accomplishment of its mission which benefit is available to all similarly situated members of the same class on the same terms.

(b) A related party is (i) any Director, Officer or key person of the Corporation or any of its affiliates; (ii) the spouse or domestic partner, ancestor, sibling, child, grandchild, great-grandchild, or the spouse or domestic partner of a sibling, child, grandchild, or great-grandchild of an individual defined in (i) above; or (iii) an entity in which any of the above individuals has a thirty-five percent or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent. A substantial financial interest is one that, based on all the facts and circumstances, is determined by the Corporation to be significant to the related party.

(c) A key person is any person, other than a Director or Officer, whether or not employed by the Corporation, who (i) has responsibilities, or exercises powers or influence over the Corporation as a whole similar to the responsibilities, powers, or influence of Directors and Officers; (ii) manages the Corporation, or a segment of the Corporation that represents a

substantial portion of the activities, assets, income or expenses of the Corporation; or (iii) alone or with others controls or determines a substantial portion of the Corporation's capital expenditures or operating budget.

Section 2. Procedures for Related Party Transactions. Before the Corporation may enter into any related party transaction:

- (1) Any Director, Officer, or key person who has an interest in a related party transaction shall disclose that interest in good faith to the Board or an authorized committee thereof, the material facts concerning such interest.
- (2) No related party may participate in deliberations or voting relating to the approval of a related party transaction in which he or she has an interest. Nothing in these by-laws shall be construed to prohibit the Board or an authorized committee thereof from requesting that a related party present information as background or answer questions concerning a related party transaction at a committee or Board meeting prior to the commencement of such deliberations or voting.
- (3) The Board or authorized committee thereof must determine that the transaction is fair, reasonable, and in the Corporation's best interest.

Section 3. Procedures for Substantial Related Party Transactions. Before the Corporation may enter into any related party transaction in which a related party has a substantial financial interest:

- (1) Any Director, Officer, or key person who has a substantial financial interest in a related party transaction shall disclose that interest in good faith to the Board or an authorized committee thereof, the material facts concerning such interest.
- (2) No related party may participate in deliberations or voting relating to the approval of a related party transaction. Nothing in these bylaws shall be construed to prohibit the Board or an authorized committee thereof from requesting that a related party present information as background or answer questions concerning a related party transaction at a committee or Board meeting prior to the commencement of such deliberations or voting.
- (3) The Board or authorized committee thereof must consider alternative transactions to the extent available, determine that the transaction is fair, reasonable, and in the Corporation's best interest, and approve the transaction by not less than a majority vote of the Directors or committee members present at the meeting.

- (4) The Board or authorized committee thereof contemporaneously shall document in writing the basis for the Board's or authorized committee's approval, including its consideration of any alternative transactions.

ARTICLE VI

COMMITTEES

Section 1. Committees of the Board.

(a) Establishment of Committees. There shall be an Executive Committee, an Audit Committee, a Nominating and Governance Committee and an Investment Committee of the Board as described in this Article. The Board may, by resolution adopted by a majority of the entire Board, establish and appoint other Committees of the Board. Members and Chairs of Committees of the Board shall be nominated by the Chair of the Board and appointed by vote of a majority of the entire Board. Committees of the Board shall be composed solely of Directors.

(b) Terms. Except as otherwise provided in these by-laws or by resolution of the Board, Members and Chairs of Committees of the Board shall be appointed for one-year terms and until their successors have assumed office, and shall be subject to removal, with or without cause, by vote of a majority of the entire Board.

(c) Composition, Quorum and Actions of Committees. Except as otherwise provided in these by-laws or by resolution of the Board, each Committee of the Board shall consist of two or more Directors, and a quorum necessary for committee action shall be a majority of committee members. Approval of a majority of the members of the Executive Committee shall be necessary to give validity to any act of the Executive Committee. Approval of a majority of members present at a meeting of other Committees of the Board at which a quorum is present shall be necessary to give validity to any act of such Committee of the Board.

(d) Delegation of Authority. Committees of the Board may be delegated authority of the Board except as to the following matters:

- (1) the submission to members of any action required by law to be approved by the Board;
- (2) the filling of vacancies on the Board or on any committee;
- (3) the amendment or repeal of the by-laws or the adoption of new bylaws;
- (4) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable;
- (5) the election or removal of officers and directors;
- (6) the approval of a merger or plan of dissolution; and

(7) the approval of amendments to the Certificate of Incorporation

(e) Meetings of Committees. Committees of the Board shall meet at stated times or when called by any member thereof on notice of the time and place of the meeting mailed to each member of the Committee, via electronic mail or written mail, postage prepaid, addressed to him or her at his or her residence or usual place of business (or at such other address as he or she may have designated in a written request made to the Secretary), at least seven days before the day on which the meeting is to be held; provided, however, that notice of special meetings to discuss matters requiring prompt action may be given personally, by telephone or by electronic mail no less than forty-eight hours before the time at which such meeting is to be held. Notice of a meeting need not be given to any Director who submits a waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. Such waiver of notice may be written or electronic. If written, the waiver must be executed by the Director signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means including but not limited to electronic signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director.

Section 2. Executive Committee.

(a) Members of the Executive Committee. The Executive Committee shall consist of the President, and Vice President, Chairs of the Committees of the Board, and other Directors elected by a majority of the entire Board or, if the entire Board consists of 30 Directors, by at least $\frac{3}{4}$ of the Directors present at the time of the vote, if a quorum is present at that time. The Board may designate one or more Directors as alternate members of the Executive Committee, who may replace any absent member or members at any meetings of the Executive Committee.

(b) Powers and Duties of the Executive Committee. Except as limited by Section 1 above, the Executive Committee shall exercise, subject at all times to the general direction and control of the Board, all of the powers and authority necessary to conduct the normal operations of the Corporation, including authorization to sign documents on behalf of the Corporation. The Executive Committee shall also be responsible for setting the compensation of and conducting performance reviews of the President.

Section 3. Audit Committee.

(a) Members of the Audit Committee. The Audit Committee shall be composed solely of voting members of the Board who are independent Directors. An "independent Director" is one who: (i) is not, and has not been within the last three years, an employee or a key person of the Corporation or an affiliate of the Corporation and does not have a relative who is, or has been within the last three years, a key person of the Corporation or an affiliate of the Corporation; (ii) has not received, and does not have a relative who has received, in any of the last three fiscal years, more than ten thousand dollars in direct compensation from the Corporation or an affiliate of the Corporation; (iii) is not a current employee of or does not have a substantial financial interest in, and does not have a relative who is a current Officer of or has a substantial financial interest

in, any entity that has provided payments, property or services to, or received payments, property or services from, the Corporation or an affiliate of the Corporation if the amount paid by the Corporation to the entity or received by the Corporation from the entity for such property or services, in any of the last three fiscal years, exceeded the lesser of ten thousand dollars or two percent of such entity's consolidated gross revenues if the entity's consolidated gross revenue was less than five hundred thousand dollars; twenty-five thousand dollars if the entity's consolidated gross revenue was five hundred thousand dollars or more but less than ten million dollars; one hundred thousand dollars if the entity's consolidated gross revenue was ten million dollars or more; or (iv) is not and does not have a relative who is a current owner, whether wholly or partially, director, officer or employee of the Corporation's outside auditor or who has worked on the Corporation's audit at any time during the past three years. For purposes of this subparagraph, the terms: "compensation" does not include reimbursement for expenses reasonably incurred as a Director or reasonable compensation for service as a Director as permitted by paragraph (a) of section 202 of the N-PCL; and "payment" does not include charitable contributions, dues or fees paid to the Corporation for services which the Corporation performs as part of its nonprofit purposes, or payments made by the Corporation at fixed or non-negotiable rates or amounts for services received, provided that such services by and to the Corporation are available to individual members of the public on the same terms, and such services received by the Corporation are not available from another source. Only independent Director may participate in any deliberations or voting by the Audit Committee, provided that nothing prohibits the Audit Committee from requesting that a person with an interest in the matter present information as background or answer questions at a committee meeting prior to the commencement of deliberations or voting relating thereto.

(b) Powers and Duties of the Audit Committee.

- (1) For years in which the Corporation is required to file an independent certified public accountant's audit report with the Attorney General of the State of New York pursuant to subdivision one of section one hundred seventy-two-b of the executive law, the Audit Committee shall oversee the accounting and financial reporting processes of the Corporation and the audit of the Corporation's financial statements.
- (2) For years in which the Corporation is required to file an independent certified public accountant's audit report with the Attorney General of the State of New York pursuant to subdivision one of section one hundred seventy-two-b of the executive law and that in the prior

fiscal year had or in the current fiscal year reasonably expects to have annual revenue in excess of one million dollars, the Audit Committee shall also:

- (A) Review with the independent auditor the scope and planning of the audit prior to the audit's commencement;

- (B) Upon completion of the audit, review and discuss with the independent auditor: (i) any material risks and weaknesses in internal controls identified by the auditor; (ii) any restrictions on the scope of the auditor's activities or access to requested information; (iii) any significant disagreements between the auditor and management; and (iv) the adequacy of the Corporation's accounting and financial reporting processes;
- (C) Annually consider the performance and independence of the independent auditor; and
- (D) Report on the committee's activities to the Board.

Section 4. Nominating and Governance Committee. The Nominating and Governance Committee shall be responsible for nominating the Officers of the Board and for reviewing and nominating candidates for election and re-election to the Board as outlined in Article IV above. It shall also be responsible for overseeing and making recommendations regarding governance procedures and policies, including changes to these by-laws.

Section 5. Investment Committee. The Investment Committee shall supervise the investment of the Corporation's funds and report to the Board regarding the performance of the Corporation's investments. The Investment Committee shall monitor the performance of the Corporation's investment advisors and shall have authority to engage and terminate the engagement of investment advisors. The Investment Committee shall have authority to allocate and change the allocation of the Corporation's investments, subject to compliance with any investment policies established by the Board from time to time.

Section 6. Committees of the Corporation. Committees of the Corporation, whose members may include non-Directors, may be appointed by the Board and shall have only the powers specifically delegated to them by the Board. No Committee of the Corporation shall have the authority to bind the Board.

LEGAL INSTRUMENTS INVESTMENTS AND BOOKS

Section 1. Checks Notes and Contracts. The Board is authorized to select the banks or depositories it deems proper for the funds of the Corporation and shall determine who shall be authorized in the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

Section 2. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as may be deemed desirable by the Board or by the Investment Committee, as contemplated by Article VI, Section 5.

Section 3. Books. There shall be kept at an office of the Corporation correct books of accounts of the activities and transactions of the Corporation including a minute book, which shall

contain a copy of the certificate of incorporation, a copy of these by-laws, and all minutes of meetings of the Board. Such documents may be kept electronically in satisfaction of this provision.

ARTICLE VII

FISCAL YEAR

Section 1. Fiscal Year. The fiscal year of the Corporation shall be determined March 1 to February 28.

ARTICLE VIII

INDEMNIFICATION

Section 1. Indemnification. The Corporation shall, to the fullest extent now or hereafter permitted by and in accordance with the standards and procedures provided for by the N-PCL and any amendments thereto, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he, his testator or intestate was a Director, officer, employee or agent of the Corporation, against judgments, fines, excise taxes, amounts paid in settlement and reasonable expenses, including attorneys' fees, and the Corporation may advance such person's related expenses.

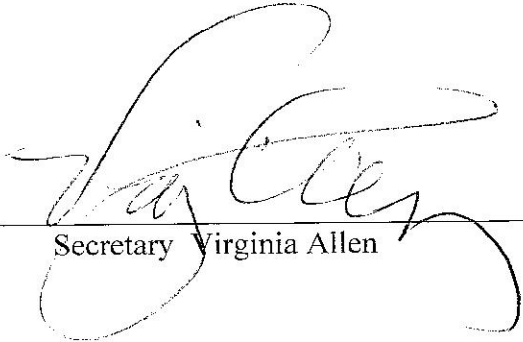
ARTICLE IX

AMENDMENTS

Section 1. Amendments. These by-laws may be amended or repealed by the affirmative vote of a majority of the Board.

—I HEREBY CERTIFY that the foregoing is a full, true, and correct copy of the by-laws of Frederick Douglass Memorial Park, as in effect on the date hereof.

Dated: November 25, 2019


Secretary Virginia Allen

Amendment I
to By-Laws for

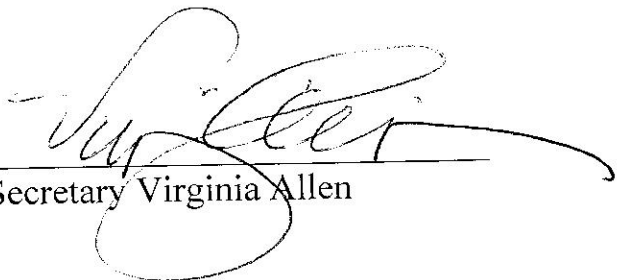
FREDERICK DOUGLASS MEMORIAL PARK, Inc
Dated November 25, 2019

Article 4 Section 5 of the By- Laws dated November 12, 2019 shall be amended as follows:

(e) 2nd Vice President: The 2nd Vice President shall assume the duties of the Vice President in the absence of the Vice President and any other such duties as may be directed by the President.

(f) 3rd Vice President: The 3rd Vice President shall assume the duties of the 2nd Vice President in the absence of the 2nd Vice President and any other such duties as may be directed by the President.

Dated: November 25, 2019


Secretary Virginia Allen