

**BY-LAWS
OF
CUMBERLAND CEMETERY ASSOCIATION**

(Amended and Restated effective April 2, 2006)

ARTICLE I
Name, Principal Office, Corporate Seal

Section 1. Name. The name of the corporation shall be the Cumberland Cemetery Association (the "Association").

Section 2. Principal Office. The location and principal office of the Association shall be in the Town of Cumberland, State of Maine, but the Association may also maintain other offices in such places, either within or without the State of Maine, as the Board of Trustees may designate or as the business of the Association may require from time to time.

Section 3. Registered Agent. The Association shall have and continuously maintain a registered agent who shall be a resident of the State of Maine, and shall be designated by the Board of Trustees.

Section 4. Seal. The Board of Trustees may adopt a seal of the Association which shall have inscribed thereon the name of the Association, the year of its organization, and the word "Maine."

Section 5. Purpose. The purpose of the association is to manage, protect and improve all lots and appurtenances comprising the public cemeteries in the Town of Cumberland, now held or hereafter acquired by said Town or this Association; to buy, own and sell lots in said cemeteries and to receive, hold and apply, within the limitations prescribed by law, such money or property as may be given, devised, bequeathed or transferred to it, for the care, perpetual preservation and improvement of said cemeteries and the appurtenances and lots therein contained.

ARTICLE II
Members

The Association shall have no members and shall be a non-membership Association.

ARTICLE III
Board of Trustees

Section 1. Number and Qualifications. The business and affairs of the Association shall be managed by a Board of not fewer than five (5) nor more than fifteen (15) Trustees. A majority of the Trustees shall be residents of the Town of Cumberland.

Section 2. Election. Trustees shall be elected at the annual meeting of the Board of Trustees, and each Trustee shall hold office for a term of three (3) years. Trustees may be re-elected to serve more than one (1) term.

Section 3. Vacancies. Any vacancy occurring in the Board of Trustees, either by increase in the number of Trustees or otherwise, may be filled by the affirmative vote of a majority of the remaining Trustees though less than a quorum of the Board of Trustees. A Trustee elected or chosen to fill a vacancy shall serve for the term for which he or she is elected, or for the unexpired term of his or her predecessor in office, and until his or her successor is elected and qualified.

Section 4. Powers and Duties. The property, affairs and business of the Association shall be managed by the Board of Trustees, which may exercise all such powers of the Association and do all such lawful acts as are not prohibited by statute, by the Association's Certificate of Organization or by these By-laws.

Section 5. Meetings of Trustees.

(1) Special Meetings. Meetings of the Board of Trustees may be held at any time and place upon call by or at the request of the President, the Treasurer or any three (3) Trustees, notice thereof being given to each Trustee at least five (5) days prior thereto. Notice that a meeting has been called may be given by the President, Treasurer, Secretary

or Assistant Secretary, or by one of the Trustees, and shall be given by written notice delivered personally or sent by mail or e-mail to each Trustee at his or her address as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by e-mail, such notice shall be deemed to be delivered when the e-mail is sent to the last known e-mail address provided to the Association by the Trustees. Notice of any meeting of the Board of Trustees may be waived in writing signed by the person or persons entitled to such notice, either before or after such meeting, and shall be equivalent to the giving of such notice. Attendance of a Trustee at such meeting shall constitute a waiver of notice thereof, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because such meeting is not lawfully convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Trustees need be specified in the notice, or waiver of notice, of such meeting.

(2) Annual Meetings. An annual meeting of the Board of Trustees shall be held each year on a date and at a time and place determined by the President in consultation with the Trustees, but not later than April 30. Trustees and Officers for the following year shall be elected by the Trustees at the annual meeting.

Section 6. Quorum. A majority of the number of Trustees then in office shall constitute a quorum for the transaction of business. Less than a quorum may, however, adjourn a meeting to a stated time and place without further notice. The act of the majority of the Trustees present at a meeting, at which a quorum is present, shall be the act of the Board of Trustees, unless otherwise specified in any statute, the Association's Certificate of Organization or the By-laws

Cumberland Cemetery Association Amended and Restated By-Laws Effective April 2, 2006

Section 7. Action Without a Meeting. Any action required or permitted to be taken by the Board of Trustees at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Trustees.

Section 8. Compensation of Trustees. Trustees, as such, shall not receive any stated salary for their services, but by resolution of the Board of Trustees, a fixed sum or reimbursement of expenses of attendance may be allowed for attendance at any meeting of the Board. Any Trustee may serve the Association in any other capacity and receive compensation therefor.

Section 9. Committees. The Board of Trustees may, by resolution or resolutions passed by a majority of the whole Board, appoint an Executive Committee, a Finance Committee and/or such other committee or committees as the Board of Trustees may from time to time determine, which committee or committees shall have and exercise such powers as the Board of Trustees may by resolution determine. A majority of the members of any committee shall constitute a quorum for the transaction of business, and each committee may make rules for the conduct of its affairs. The Board of Trustees shall have the power at any time to change the membership of any committee, to fill vacancies in it, or to discharge it.

Section 10. Report to Town. The Trustees shall cause an itemized report of the Association's activities each year to be submitted to the Cumberland Town Council.

Section 11. Meetings By Conference Call. Meetings of the Board of Directors or any Committee may be held by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting may hear each other.

ARTICLE IV
The Officers

Section 1. Officers. The officers of the Association shall consist of a President, a Treasurer, a Secretary and/or a Clerk and such other officers and agents as may be deemed

Cumberland Cemetery Association Amended and Restated By-Laws Effective April 2, 2006

necessary by the Board of Trustees. Any two or more offices may be held by the same person. The officers shall be elected annually by the Board of Trustees at the annual meeting and shall serve until their successors are elected and qualified.

Section 2. Removal. Any officer elected or appointed by the Board of Trustees may be removed by such Board whenever in its judgment the best interest of the Association would be served thereby.

Section 3. Vacancies. Any vacancy occurring in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

Section 4. The President. The President shall be the principal executive officer of the Association. He or she shall, when present, preside at all meetings of the Trustees, shall have the general and executive management and control of the business of the Association, and shall see that all orders and resolutions of the Board of Trustees are carried into effect. He or she shall perform such duties as are provided by the laws of the State of Maine or by these By-laws or as may be prescribed from time to time by the Board of Trustees. The President may be provided a stipend or other compensation as determined by the Board of Trustees.

Section 5. The Treasurer. The Treasurer shall be the financial officer of the Association, and shall have the custody of the corporate funds and securities. He or she shall deposit such funds in the name of the Association in such depositories or investment accounts as may be designated by the Board of Trustees or the Finance Committee. He or she shall disburse the funds of the Association as directed by the Board of Trustees or the Finance Committee and shall keep records of account showing accurately at all times the financial condition of the Association. He or she shall furnish to the President, Finance Committee and the Board of Trustees, whenever requested, a statement of the financial condition of the Association, and shall perform such other duties as these By-laws may require or the Finance Committee or the Board

Cumberland Cemetery Association Amended and Restated By-Laws Effective April 2, 2006

of Trustees may prescribe. The Treasurer may be required to furnish bond in such amount and with such sureties as the Board of Trustees shall determine.

Section 6. The Clerk. The Clerk, if any, shall be a resident of the State of Maine, shall discharge all duties required of him or her by the laws of the State of Maine or by the Board of Trustees. He or she shall act as the agent of the Association in the State of Maine upon whom process against the Association may be served. In the temporary absence, incapacity or inability to act of the Clerk, a temporary Clerk may be chosen. In the absence of a Secretary, the Clerk may keep the records of meetings of the Board of Trustees.

Section 7. The Vice-Presidents. The Board of Trustees may designate one or more Vice-Presidents who shall perform the duties and exercise the powers of the President in the absence, disability or inability to act of the President. The Vice-Presidents shall also perform such other duties as these By-laws may require or as the Board of Trustees or the President may prescribe.

Section 8. The Secretary. The Secretary shall attend meetings of the Board of Trustees and shall keep, or cause to be kept, in a book provided for that purpose, a true and complete record of the proceedings of such meetings. He or she shall attend to the giving and serving of all notices of the Association, and shall perform such other duties as these By-laws may require or as the Board of Trustees may prescribe.

Section 9. Assistants. The Board of Trustees may elect one or more Assistant Secretaries and Assistant Treasurers, as the Board shall deem advisable. Such assistants shall assist the Secretary or the Treasurer, as the case may be, in the performance of his or her duties, and at the request of such officers or of the President, shall perform the duties of such officers in the event of the absence or inability to act of such officers. They shall also perform such other duties as the Board of Trustees may from time to time direct. An Assistant Treasurer shall, if required by the Board of Trustees, furnish bond in such amount and with such sureties as the Board of Trustees may determine.

Section 10. Superintendent(s). The Board of Trustees may hire and appoint one or more Superintendent(s), who shall hold office at the pleasure of the Board of Trustees. The Superintendent(s) shall have charge, working at the direction of the President, or the President's designee, of any employees and contractors in the cemetery(ies) assigned to him or her, and also of the such cemetery's(ies') grounds, and shall keep a record, in detail, of all the business of his or her assigned cemetery(ies). The Superintendent(s) shall devote his or her time to the care and management of the assigned cemetery(ies), shall aid in the disposal of interment rights, give attention to the requests of owners of interment rights, and perform such other duties as may from time to time be required by the President, and shall receive such compensation as the Trustees may determine.

ARTICLE V
Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board of Trustees may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the President or the Treasurer.

Section 3. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories or investment accounts as the Board of Trustees or Finance Committee may select.

Section 4. Gifts. The Board of Trustees may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.

ARTICLE VI
Prohibition Against Sharing in Corporate Earnings

No Trustee, officer, employee, agent or representative of this Association, or any other private individual shall receive or be entitled to receive at any time any of the net earnings or pecuniary profit from the operations of the Association, provided that this shall not prevent the payment to any persons of reasonable compensation for services rendered to or for the Association in effecting any of its purposes, and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Association. Upon the dissolution or winding up of the affairs of the Association, whether voluntary or involuntary, the assets of the Association then remaining in the hands of the Board of Trustees after all debts have been satisfied or provided for shall be distributed, transferred, conveyed, delivered and paid over to the Town of Cumberland.

ARTICLE VII
Indemnification of Trustees and Officers

To the extent permitted by the laws of the State of Maine as they may now or hereafter exist, the Association shall indemnify any officer or Trustee of the Association who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, by reason of the fact that he or she is or was an officer or Trustee of the Association, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding; provided that no indemnification shall be provided with respect to any matter as to which he or she shall have been finally adjudicated in any civil proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Association or in any

Cumberland Cemetery Association Amended and Restated By-Laws Effective April 2, 2006
criminal proceeding, to have had reasonable cause to believe that his or her conduct was unlawful.

The Association may indemnify any employee or agent of the Association for liabilities incurred while working on behalf of the Association, provided the Board of Trustees approves such indemnification in each instance.

The Association may, in the discretion of the Board of Trustees, purchase or otherwise arrange for directors and officers liability insurance coverage for its Trustees and officers.

ARTICLE VIII Amendments

These By-laws may be amended, altered or repealed and new By-laws adopted by the Board of Trustees at any annual or special meeting, provided at least five (5) days' written notice of the meeting is given and the proposed amendment or alteration or adoption of new By-laws is contained in the notice of such meeting.