



By Laws

of the
*Historic Linden Grove
Cemetery & Arboretum*

**Approved May 22, 2008
and as subsequently amended
March 17, 2011; July 14, 2011; March 15, 2012;
October 22, 2020**

Section 1. Establishment & Membership

- 1.1 The Board of Overseers is established pursuant to the Inter Local Agreement between the City of Covington, Kentucky and the Kenton County Fiscal Court, originally executed on October 25, 1998 and as subsequently amended by those entities.
- 1.2 The Board is established in accordance with the applicable provisions of the Kentucky Revised Statutes.
- 1.3 In accordance with the provisions of the Inter Local Agreement, membership on the Board is comprised of three (3) members appointed by the Kenton County Fiscal Court, three (3) members appointed by the City of Covington, and three (3) At Large members selected by the County and City appointees as provided herein. Appointed members serve for the term specified in their appointment.
- 1.4 The City and County members of the Board shall select one (1) At Large member who has expertise in the field of Cemetery operations, and two (2) At Large members who have relevant expertise and/or experience in a field or discipline as desired by the Board.
- 1.5 All members of the Board serve without compensation.

Section 2. Powers & Duties of the Board

- 2.1 In accordance with the provisions of the Inter Local Agreement, the Board is authorized to: manage and operate the Cemetery; establish and maintain trust accounts, including a Perpetual Care Trust Fund for the Cemetery; maintain and have custody of all Cemetery records; collect all revenues and pay all expenses for the Cemetery; and meet regularly to adopt policies for the management and preservation of the Cemetery.
- 2.2 The Board shall establish its own meeting schedule and meeting locations for each fiscal year or calendar year and publish same to all Board members, City and County agencies and departments as requested. The Board may also publish its meeting calendar with any other parties it may deem to be appropriate.
- 2.3 The City and County members of the Board shall select by majority vote the At Large members in accordance with the requirements of the Inter Local Agreement. The initial terms of office for At Large members shall be as follows: one (1) member shall serve for a term of one (1) year; one (1) member shall serve for a term of two (2) years; and one (1) member shall serve for a term of three (3) years. Upon the completion of these initial terms, all At Large members shall serve for a term of three (3)

years. At Large members may serve subsequent terms upon the affirmative majority vote by the City and County members of the Board.

- 2.4 In accordance with the provisions of the Inter Local Agreement, a member of the Board may be removed from office by his or her respective appointing authority for misconduct, inefficiency, or willful neglect of duty. Any vacancy shall be filled by the appropriate appointing authority within thirty (30) days of the vacancy.

Section 3. Board Officers

- 3.1 At the first meeting following the start of each fiscal year, the Board shall elect a Chair, Vice-Chair, Co-Treasurer and Secretary from its own membership.
- 3.2 Officers elected shall serve from the date of their election until the date of the succeeding election or until their successors are chosen. The Board shall determine the method of election of its officers.
- 3.3 The Board shall take advantage of any Treasury and Legal Counsel services provided free of charge by Kenton County or the City of Covington agencies and departments, respectively.
- 3.4 The Board Chair shall: preside at all meetings of the Board; issue communications on behalf of the Board, to the Board, the City of Covington, the Kenton County Fiscal Court, and the public at large; establish an agenda for each regularly scheduled meeting of the Board; represent the Board in matters concerning the Cemetery; provide direct supervision of Cemetery employees consistent with the policies and directives approved by the Board; and have authority to direct the expenditure of funds not to exceed an amount of \$1,000 from the Cemetery's operating account that were not previously appropriated by the Board or not specified in the Cemetery's approved annual operating budget, for emergencies arising between meetings of the Board and necessary for the continuation of normal Cemetery operations.
- 3.5 The Board Vice-Chair shall serve in the absence of the Chair with respect to any of the Chair's specified duties and responsibilities.
- 3.6 The Board Secretary shall maintain the minutes of all meetings of the Board and publish same for its approval.
- 3.7 The Board Co-Treasurer shall not have signing authority to dispense funds directly from any of the Cemetery banking or trust accounts and shall not have access to make entries directly into the books and ledgers concerning those accounts. The Board Co-Treasurer shall be the primary liaison with the Non-Member Co-Treasurer and shall gather the

necessary information and supporting documentation to prepare and present reports concerning the Cemetery's finances at each regularly scheduled Board meeting.

Section 4. Finances

- 4.1 The fiscal year for all Cemetery funds shall extend from July 1 to June 30 in the following year. The Board shall adopt a budget prior to the start of each fiscal year and provide copies to the City and County in a manner agreeable to both entities.
- 4.2 An annual financial report for the Cemetery shall be prepared by the Co-Treasurers in accordance with the standards of the Kenton County Treasurer's Office and issued to the City, County and other governmental bodies as required.
- 4.3 In accordance with the provisions of the Inter Local Agreement, the Board shall establish and maintain a Perpetual Care Trust Fund for the Cemetery.
- 4.4 The receipt and disbursement of all Cemetery funds shall adhere to the provisions and restrictions of all applicable sections of the Kentucky Revised Statutes.
- 4.5 Approval of the Cemetery's annual operating budget by the Board of Overseers constitutes authority for the expenditure of funds from the Cemetery's operating account by its authorized officers and employees necessary for normal Cemetery operations and not in excess of the approved line item amounts. Expenditures in excess of approved operating budget line item amounts require the approval of the Board of Overseers.

Section 5. Board Meetings

- 5.1 The Chair, or Vice Chair at the direction of the Chair, shall distribute a reminder notice with a preliminary agenda to each Board member, the Non-Member Co-Treasurer, Legal Counsel and Cemetery Superintendant not less than 10 days in advance of each regularly scheduled Board meeting.
- 5.2 Special meetings of the Board may be called upon the request of any member, with the consent of a simple majority (5) of the membership of the Board. Notice of a special meeting and the meeting agenda shall be provided by the Chair or Secretary to all Board members not less than five (5) days in advance of the meeting date.

- 5.3 No official action may be taken by the Board outside of a properly called meeting, regular or special.
- 5.4 Five (5) members of the Board present shall constitute a quorum for the legal transaction of business at any properly called meeting, regular or special, provided that at least one (1) member appointed by the City of Covington and one (1) member appointed by the Kenton County Fiscal Court are in attendance.
- 5.5 *Meetings Held Electronically.* Meetings of the Board may be conducted by telephone or video conferencing service (a) when the President or First Vice-President has obtained written consent for this from a majority of the Board members; (b) when so directed by the Board; or (c) in the case of special meetings, when so directed by those calling the special meeting. Telephone or video conferenced meetings of the Board shall be subject to all rules adopted by the Board, or by the Society, to govern such meetings, which may include any reasonable limitations on, and requirements for, Board members' participation. Any such rules adopted by the Board shall supersede any conflicting rules in the parliamentary authority, but may not otherwise conflict with or alter any rule or decision of the Society.
- 5.6 Meetings shall be conducted in accordance with Roberts Rules of Order, Revised and in accordance with the applicable open meeting laws of the Commonwealth of Kentucky.

Section 6. Amendments

- 6.1 These By Laws may be amended by the affirmative vote of one more than a simple majority of the membership of the Board, at any meeting of the Board; provided, however, that a final copy of such proposed amendment is provided in writing to all Board members at least ten (10) days in advance of such vote.

Rules for Electronic Meetings

1. Connection information. The Corresponding Secretary shall send by e-mail to every member of the Board, at least 10 days before each meeting, the time of the meeting and the phone number and access code needed to connect to the telephone or video conference call.

2. Call-in time. The Recording Secretary shall schedule a telephone or video conference call, using a free service, to begin 10 minutes before the start of each telephone meeting.

3. Arrival announcements. Members shall announce themselves at the first opportunity after joining the telephone or video conference call, but may not interrupt a speaker to do so.

4. Departure announcements. Members who leave the telephone or video conference call before adjournment shall announce their departure, but may not interrupt a speaker to do so.

5. Quorum calls. The presence of a quorum shall be established by roll call at the beginning of the meeting and on the demand of any member. Such a demand may be made following the departure of any member, or following the taking of any vote for which the announced totals add to less than a quorum.

6. Obtaining the floor. To seek recognition by the chair, a member shall address the chair and state his or her own name.

7. Motions submitted in writing. Members may not submit motions in writing during the meeting, but are entitled to make motions orally. Members may, however, submit motions in writing by sending them at least 7 days before the meeting to the Corresponding Secretary, who shall send any such pre-submitted motions by e-mail to all members in advance of the meeting.

8. Voting methods. All votes shall be taken by roll call. Unless the Board orders a fully recorded roll-call vote, only the number of votes on each side and the number of members present but not voting shall be entered in the minutes. Business may also be conducted by unanimous consent.

9. Technical malfunctions and requirements. Each member is responsible for his or her connection to the telephone or video conference call; no action shall be invalidated on the grounds that the loss of, or poor quality of, a member's individual connection prevented participation in the meeting.

10. Forced disconnections. The chair may order the Recording Secretary to disconnect or mute a member's connection if it is causing undue interference with the telephone or video conference call. The chair's decision to do so, which is subject to an undebatable appeal that can be made by any member, shall be announced during the meeting and recorded in the minutes.