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BY-LAWS

Of

IVY HILL CEMETERY HISTORICAL PRESERVATION SOCIETY

(A Not-For-Profit Corporation)

As Amended

ARTICLE 1

Purposes

SECTION 1. The purpose for which the corporation is organized is to engage in such exclusively charitable and educational activities as shall qualify it for exemption from taxation under section 501 (a) of the Internal Revenue Code of 1986, as amended, (hereinafter the “Code”) or any successor section or statute of similar import, as an organization described in section 501 (c) (3) of the Code. In furtherance, but not in limitation of the foregoing charitable and educational purposes, the Corporation shall undertake projects that enhance the enjoyment and use of Ivy Hill Cemetery Company of Alexandria, Alexandria, Virginia (hereinafter called the “Cemetery”) by the general public, including without limitation:

- a. The protection, restoration and preservation of monuments and other structures at the Cemetery that are significant from the historical, architectural or aesthetic point of view.
- b. Educational and cultural program, including lectures and tours.
- c. The protection, conservation or cultivation of trees or other flora on the grounds of the Cemetery.
- d. The protection or conservation of birds or other fauna on the grounds of the Cemetery.

Said corporation is organized exclusively for charitable, religious, educational, scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code.

Should this organization dissolve, its assets must be distributed for an exempt purpose described in section 501 (c) (3) of Code or the corresponding section of any future federal tax code, or to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permit to be carried on (a) by a corporation exempt under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

SECTION 2. The corporation also shall have such powers as are now or may hereafter be granted by the non-for-profit corporation laws of the State of Virginia.

ARTICLE II

Offices

The place of business of the corporation shall be 510 King St., Suite 301 Alexandria, Va 22314. The corporation may have such other offices within and without the State of Virginia as the Board of Directors may from time to time determine.

ARTICLE III

Members

The corporation shall have no members

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors who shall be not less than three (3) or more than nine (9), the number to be fixed from time to time by the Bylaws. The number of Director as of May 1, 2006 is five (5).

SECTION 2. Number, Tenure and Qualifications. The original directors named in the Articles of Incorporation shall hold office for three years and until his or her successor is elected and qualified. Thereafter, new or replacement directors shall be elected by the initial directors, with two directors elected for a term of one year, three

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directors for a term of two years and two directors for a term of three years, as determined by the initial directors.¹ Thereafter, replacement directors shall be elected for three-year terms. When additional directors are added, they shall be elected for the same terms as the directors up for election in that year. Additionally the President of Ivy Hill Cemetery will serve as an ex officio non voting member of the board.² It is intended that two-thirds of the board always be experienced directors. At the time of their election, all directors shall be residents of the state of Virginia, be space owners of Ivy Hill Cemetery Company of Alexandria or be interested in actively participating in the projects and goals of that corporation as determined by the other directors. Any director may be removed, with or without cause, by the vote of two-thirds of the members of the board of directors at a special meeting called for that purpose. At any such meeting, any vacancy caused by the removal may be filled as stated below.

SECTION 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without notice at the registered office of the corporation in Alexandria, Virginia, on the second Tuesday in March in each year. The Board of Directors may provide by resolution the time and place, either within or without the State of Virginia, for the holding of additional regular meetings of the Board without other notice than such resolution.

SECTION 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or a majority of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Virginia, for the holding any special meeting of the Board of Directors called by them.

SECTION 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail, fax, email or telegram to each director at his address as shown by the records of the corporation. 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 is to be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. . If notice be given by fax or email, such notice shall be deemed to be delivered when the fax or email is transmitted by the computer or fax machine. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

SECTION 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

¹ Amended March 17, 2009 adding 2 additional directors, one added for a two year term and one added for a three year term.

² Amended March 17, 2009 adding the President of Ivy Hill Cemetery as an ex officio none voting member.

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SECTION 7. Manner of Acting. The act of a majority of the Directors present at a meeting at which is quorum is present shall be the act of the Board of Directors, except where otherwise provided by Virginia law or by these Bylaws.

SECTION 8. Vacancies. Any vacancy occurring in the Board of Directors between annual meetings shall be filled by the majority vote of the remaining Directors. A director elected to fill a vacancy shall serve until the next annual meeting of the board and until his or her successor is elected and qualified.

SECTION 9. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at such regular or special meetings of the Board.

SECTION 10. Action Without Meeting. No meeting need be held by the Board to take any action required or permitted to be taken by law, provided all members of the Board individually or collectively consent in writing to the action, and their written consent or consents are filed with the minutes of the proceedings of the Board. Action by written consent will have the same force and effect as action by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken will state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the articles of incorporation and By-laws authorize the Directors to so act. Such a statement will be prima facie evidence of that authority.

SECTION 11. Liability of Directors. The Directors of this corporation will not be personally liable for its debts, liabilities, or other obligations.

ARTICLE V

Officers

SECTION 1. Officers. The officers of the corporation shall be the President, a Treasurer, a Secretary and such other officers as may be elected from among the Directors in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties proscribed from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Treasurer.

SECTION 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the regular meeting of the Board of Directors. If the election of the officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new

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offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

SECTION 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors upon the majority vote of Directors other than the directors sought to be removed whenever in their judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors from the members for the unexpired portion of the term.

SECTION 5. President. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He or she may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Director have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 7. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws.

SECTION 8. 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.

SECTION 9. 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 purposes of the corporation.

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ARTICLE VI

Committees

SECTION 1. Executive Committees. By majority vote of the directors in office, the Board of Directors, by resolution, may establish one or more committees. The committees will consist of two or more directors, which committees, to the extent provided by resolution, will have and exercise the authority of the Board of Directors in the management of the corporation. Designation of and delegation of authority to committees will not relieve the Board of Directors, or any director individually, of any responsibility imposed on the Board of Directors or any individual director by these bylaws, or by law.

SECTION 2. Other Committees. Other committees not having and exercising the managerial authority of the Board of Directors, may be established by resolution adopted by majority vote of the Board of Directors. Members of committees will be members of the corporation, and will be appointed by the president. The president may remove any member, whenever in the judgment of the president the interests of the corporation would be best served by removal.

SECTION 3. Terms of Office. Each member of a committee will continue to serve on that committee until the next annual meeting of members of the corporation and until his or her successor is appointed, unless the committee is sooner abolished, or unless the member is removed or ceases to qualify as a member of the committee.

SECTION 4. Chairperson. One member of each committee will be appointed chairperson by the person or persons authorized to appoint the members of the committee.

SECTION 5. Vacancies. Vacancies in the membership of any committee will be filled by appointments made in the same manner as provided in the case of original appointments, and any member so elected will be elected for the unexpired term of his or her predecessor.

SECTION 6. Quorum. Unless otherwise provided in a committee's establishing resolution, a majority of the whole committee will constitute a quorum. The act of a majority of members present at a meeting at which a quorum is present will be an act of the committee.

SECTION 7. Rules. Each committee may adopt any rules and regulations for its meetings and the conduct of its activities that it may deem appropriate. However, any

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rules and regulations must be consistent with these By-laws, and regular minutes of all proceedings must be kept.

ARTICLE VII

Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE VIII

Fiscal Year

The fiscal year of the corporation shall begin on the First Day of January and end on the Last Day of December in each year.

ARTICLE IX

Seal

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation.

ARTICLE X

Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of the General Not-for-profit Corporation Law of Virginia or under the provisions of the Articles of Incorporation or the Bylaws of the corporation, a Waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI

Amendments to Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be

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adopted by the majority vote of the Directors present at any regular meeting or at any special meeting, provided at least two days written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

The foregoing Bylaws of Ivy Hill Cemetery Historical Preservation Society were adopted on May _____, 2006 by the Board of Directors.

Secretary