OUR LADY OF THE VISITATION CATHOLIC CHURCH
QUEEN OF HEAVEN CEMETERY ADVISORY COMMITTEE
POLICY AND PROCEDURES

Mission Statement:

The Our Lady of the Visitation Catholic Church’s Queen of Heaven Cemetery Advisory Committee is an advisory body to the parish’s pastor (who advises the non-profit Queen of Heaven Cemetery Corporation’s Board of Directors). The Cemetery Advisory Committee assists in the planning, recordkeeping, maintenance, and operational activities related to the cemetery by communication and coordination with the incumbent Pastor of the Our Lady of the Visitation Catholic Church.

Purpose:

The Cemetery Advisory Committee is designed to assist in matters relating to the day-to-day operational needs and activities of the cemetery, which affect and promote the spiritual life of the entire parish and larger community; and to formulate and recommend practical solutions concerning them to the Pastor for review, discussion, approval, and implementation.

Responsibilities:

The Cemetery Advisory Committee (CAC) shall:

1. Function as an advisory body to the pastor of the Our Lady of the Visitation Parish regarding policies and actions affecting the Queen of Heaven Cemetery, including (but not limited to):

   a. Identifying needs peculiar to the Queen of Heaven Cemetery, so as to perpetuate the dignity and history of the site; and to protect, preserve, and promote the sacred grounds and those individuals interred there in eternal, peaceful rest.
   b. Ensuring that the cemetery consistently upholds the values of the Catholic faith and established norms relating to the governance and operations of Catholic cemeteries.
   c. Ensuring that the cemetery remains a valued asset to our local and parish communities.
   d. Making recommendations for improving the services being offered by/at the cemetery.
   e. Making recommendations concerning the future needs of the cemetery, including activities or improvements that will enhance the attractiveness or efficiency of the cemetery.
   f. Research and provide recommendations on matters that improve the financial operating condition of the cemetery’s operations (e.g., income vs. expenses).
   g. To determine and implement strategies to protect, preserve, and promote the cemetery.
   h. Working cooperatively with the local community to create and maintain a cemetery that will serve the community now and into the future;
   i. Monitor the Perpetual Care Funds (Endowment Fund) to ensure it remains solvent and can fund future capital improvements and ongoing perpetual maintenance.
j. Identify, organize, and facilitate fundraising opportunities, if/as needed.

k. Promote the policies and procedures for the cemetery operations; and other pertinent promulgations by the Bishop of the Diocese of Colorado Springs.

2. Function under the delegated authority, oversight and direction of the pastor of the Our Lady of the Visitation Catholic Church.

4. Convene at least quarterly.

5. Collaborate with the parish’s established Parish and Finance Councils (through the pastor) and/or any pertinent sub-committees to provide the pastor (and ultimately, the Cemetery Board of Directors) with the best possible recommendation(s) on such areas as: the cemetery’s short and long-range planning goals and objectives; operational and maintenance needs; future expansion needs; etc.

6. Be comprised (as a minimum):

a. Of people drawn from the Christian faith community, who are in full communion with the Roman Catholic Church, in accordance with Canons #205 and 512, who represent the people, concerns, and interests of the entire parish. The overall committee membership will be comprised of representatives, who collectively represent the different communities within the parish’s jurisdictional boundaries; social conditions and professions; distinctive ethnic, cultural or language components; and their role(s) in the apostolate.

b. Of members, who serve designated and staggered terms of office (e.g., 1, 2, or 3 years), as dictated by a pastoral letter of appointment.

   **Note:** There is no limit on the number of terms that a member can serve on the Queen of Heaven Cemetery Advisory Committee. Following these initial appointments, members may be re-nominated and re-appointed to an additional term at the discretion of the Pastor and Board of Directors. Members of the Cemetery Advisory Committee may resign from their positions or can be removed before the expiration of their term for grave cause.

c. Of members outstanding and practicing in their Catholic faith, good morals, and prudence.

7. Consider the selection and nomination of a member to be the Chairperson of the Queen of Heaven Cemetery Advisory Committee. In presiding over the Cemetery Advisory Board, the chairperson will lead the committee’s discussion and activities and sign/approve the committee’s published agendas and minutes. The Chairperson will normally be the single point of contact for/with the parish’s pastor regarding committee activities.
8. Consider the selection and nomination of a member to be the Secretary of the Queen of Heaven Cemetery Advisory Committee to ensure that there is a timely and accurate, historical record of its meeting agendas and minutes. Once approved by the Cemetery Advisory Committee and signed by the Chairperson, these will be forwarded to the pastor for review; forwarded to the Cemetery Board of Directors for discussion; and retained in files as a matter of record in the parish’s secured archives.

9. Shall have no delegated or imposed power or authority to elect, appoint or remove any member of the Board of Directors; amend, restate, alter, or repeal the Articles of Incorporation; amend, alter, or repeal these or any other Bylaws of the Corporation; amend, restate, alter, or repeal these Queen of Heaven Cemetery Advisory Committee Policy and Procedures; approve a plan of merger; approve a sale, lease, exchange, or other disposition of part, all or substantially all of the property of the Queen of Heaven Cemetery Corporation; or to take any other action prohibited by civil, criminal, or the canon law of the Roman Catholic Church.

10. The Cemetery Advisory Committee shall, however, act on all other matters for which the Board of Directors has delegated authority to accomplish in the furtherance of their ministerial role.

14. Ensure that no member of the Cemetery Advisory Committee receives any compensation for serving in such office. The Board of Directors may reimburse any member of the Cemetery Advisory Committee for reasonable expenses incurred in direct connection with the member’s service to the Board (e.g., the Secretary’s administrative supplies, etc.).

**Number, Appointment and Qualifications of Cemetery Advisory Committee members:**

The Cemetery Advisory Committee shall:

1. Consist of not less than three (3), and not more than five (5) members, who may be members of the Our Lady of the Visitation Catholic Church in Kiowa, Colorado. Unless otherwise determined by the Board of Directors, the members of the Cemetery Advisory Committee shall be: at least eighteen (18) years old; a practicing (active) member in good standing of the Roman Catholic Church; preferably currently, registered at the Our Lady of the Visitation Parish (or another parish within the cemetery’s jurisdictional boundaries); and not otherwise prohibited or bound by any lawful, canonical sanction.

2. The members of the Cemetery Advisory Committee shall be appointed by the Board of Directors at each annual meeting of the Board of Directors, or as soon as convenient thereafter, and shall begin serving at the conclusion of the Board of Directors’ annual meeting.

3. Each member of the Cemetery Advisory Committee shall hold office until his or her successor shall have been duly appointed and shall have qualified, or until his or her earlier death, resignation or removal.
Policy and Procedures Governing the Cemetery Advisory Committee Activities:

1. **Meetings:**
   
a. The Cemetery Advisory Committee shall meet on a quarterly basis, or as often as deemed necessary; however, there shall be no less than two (2) regular meetings (with all or a quorum of members present) of Cemetery Advisory Committee, in each calendar year.

   b. The Cemetery Advisory Committee shall provide by resolution the time and place, either within or outside Colorado, for the holding of such meetings.

2. **Voting:**
   
a. A quorum at all meetings of the Cemetery shall consist of one-half (1/2) of the members. Less than a quorum may adjourn from time-to-time without further notice until a quorum is secured. Recommendations from meetings with less than an established quorum will not be held binding.

   b. Each member shall have one (1) vote and the act of a majority of the members present at a meeting at which a quorum is present, shall constitute a valid act by the Cemetery Advisory Committee.

   c. For purposes of determining a quorum and for purposes of casting a vote, a member of the Cemetery Advisory Committee may be deemed to be present and to vote, if the member grants a signed, written proxy to another member. The proxy must direct a vote to be cast with respect to a particular proposal that is described with reasonable specificity by the proxy. No other proxies are allowed.

   d. A Cemetery Advisory Committee member who is present at a meeting of the Cemetery Advisory Committee is deemed to have assented to all action taken, unless:

      (1) The member objects at the beginning of the meeting, or promptly upon arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken;

      (2) The member contemporaneously requests that the member's dissent or abstention as to any specific action taken be entered into the minutes; or

      (3) The member causes written notice of the member's dissent or abstention as to any specific action to be received by the presiding officer of the meeting before adjournment or by the Committee promptly after adjournment. The right of dissent or abstention is not available to a member who votes in favor of the action taken.
3. **Vacancies.** It shall be the duty of the Board of Directors of the Corporation to appoint members to fill any vacancies that may occur on the Cemetery Advisory Committee. A member elected to fill a vacancy, shall be elected for the unexpired term of such person's predecessor in office and until such person's successor is duly elected and shall have qualified. Any position on the Cemetery Advisory Committee to be filled by reason of an increase in the number of members shall be filled by the Board of Directors of the Corporation as soon as practicable after the time such increase is authorized. If the Board of Directors fills a vacancy that is due to an increase in the number of members, the Board of Directors shall determine the length of such member's term.

4. **Resignation.** A member of the Cemetery Advisory Committee may resign at any time by giving written notice of resignation to the Board of Directors of the Corporation (via the Pastor of the Our Lady of the Visitation Parish). The resignation is effective when the notice is received by the Board of Directors, unless the notice specifies a later effective date.

5. **Removal.** Any member of the Cemetery Advisory Committee may be removed by the Board of Directors, whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment of a member to the Cemetery Advisory Committee shall not in itself create contract rights.

6. **Action Without a Meeting.** Any action of the Cemetery Advisory Committee may otherwise be taken without a meeting if all of the members of the Cemetery Advisory Committee submit a written, signed statement approving the action.

7. **Powers and Duties of Cemetery Advisory Committee.** With respect to the activities of the Queen of Heaven Cemetery Corporation, the Cemetery Advisory Committee shall have the following duties and powers: (1) to adopt such reasonable policies and procedures as the Cemetery Advisory Committee shall deem necessary for the proper administration of their roles and/or responsibilities to the Corporation Board of Directors, and (2) to ensure that the cemetery’s operations are adhering to state, county, municipal and church laws.

**Miscellaneous**

1. **Account Books, Minutes, etc.** The Corporation shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of the Cemetery Advisory Committee and its sub-committees. All books and records of the Corporation may be inspected by the pastor, any director or his or her accredited agent or attorney, for any proper purpose at any reasonable time.
2. **Conflicts of Interest.** If any person who is a director or officer of the Corporation or Cemetery Advisory Committee member is aware that they or the Corporation may or is about to enter into any business transaction directly or indirectly with himself or herself, any member of such person's family or any entity in which he or she has any legal, equitable or fiduciary interest or position (including, without limitation, as a director, officer, Cemetery Advisory Committee member, shareholder, partner, or beneficiary), such person shall: (a) immediately inform those charged with approving the transaction on behalf of the Corporation of such person's interest or position; (b) aid the persons charged with making the decision by disclosing any material facts within such person's knowledge that bear on the advisability of such transaction from the standpoint of the Corporation; and (c) not be entitled to vote on the recommendation or decision to enter into such transaction. Voting on such transaction shall be conducted as follows:

   i. Discussion of the matter, with the interested person, shall be held by the Board of Directors with such person present to provide information and answer any questions.

   ii. The interested person shall withdraw from the meeting.

   iii. Discussion of the matter outside of the presence of the interested person shall be held by the Board of Directors.

   iv. The remaining members of the Board shall vote. Such voting shall be by written ballot. Such ballots shall not reflect the name or identity of the person voting.

   v. A majority vote shall be required for approval of the transaction.

3. **Loans to Directors and Officers Prohibited.** No loans shall be made by the Corporation to any of its directors or officers (including members of the Queen of Heaven Cemetery Advisory Committee). Any director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until it is repaid.

4. **No Private Inurement.** The Queen of Heaven Cemetery Corporation is not organized for profit and is to be operated exclusively for the promotion of social welfare in accordance with the purposes stated in the Corporation's Articles of Incorporation. The net earnings of the Corporation shall be devoted exclusively to the cemetery’s charitable purposes (e.g., grounds maintenance; lawn services; etc.) and shall not inure to the benefit of any private individual. No director or person from whom the Corporation may receive any property or funds, shall receive or shall be entitled to receive any pecuniary profit from the operation thereof, and in no event shall any part of the funds or assets of the Corporation be paid as salary or compensation to, or distributed to, or inure to the benefit of any member of the Board of Directors, officer, or a member of the Cemetery Advisory Committee; provided, however, that: (a) reasonable compensation may be paid to any director, officer, or Cemetery Advisory Committee member while acting as an agent, contractor, or employee of the Corporation for services rendered in effecting one or more of the purposes of the Corporation; (b) any director, officer, or Cemetery Advisory Committee member may, from time-to-time, be reimbursed for such individual's
actual and reasonable expenses incurred in connection with the administration of the affairs of
the Corporation; and (c) the Corporation may, by resolution of the Board of Directors, make
distributions to persons from whom the Corporation has received contributions previously
made to support its activities to the extent such distributions represent no more than a return of
all or a part of the contributor's contributions.

5. Amendments. The power to alter, amend or repeal these Bylaws and adopt new Bylaws shall
be vested in the Board of Directors of the Queen of Heaven Cemetery Corporation.
Amendment of any section of these Bylaws requires that at least two-thirds (2/3) of the Board
of Directors must be present or participate in order to constitute a quorum and may be effected
only by the approval of two-thirds (2/3) of the directors.

6. Parliamentary Authority. Roberts Rules of Order, Newly Revised shall govern the
proceedings of this organization (including the Cemetery Advisory Committee) in all cases not
provided for in these Bylaws.

APPROVAL

I hereby certify that the foregoing Queen of Heaven Cemetery Advisory Committee Policy and
Procedures, consisting of seven (7) pages (including this page) (constituting the purpose, roles,
and responsibilities of the Our Lady of the Visitation Catholic Church’s Queen of Heaven
Cemetery Advisory Committee) has been reviewed and duly approved by the Board of
Directors of the Queen of Heaven Cemetery Corporation on the _____ day of
__________________, 2015.

/// SIGNED ///

Most Reverend Michael J. Sheridan
Bishop of the Diocese of Colorado Springs