

**BYLAWS OF
THE GREEN BURIAL COUNCIL, INC.
A Nonprofit Public Benefit Corporation**

April 24, 2009

1. Name. The name of this corporation is THE GREEN BURIAL COUNCIL, INC. (the “Corporation”).

2. Offices of the Corporation. The principal office for the transaction of the activities, affairs, and business of the corporation (principal office) is initially located at 15 Scenic Avenue, San Anselmo, California 94960, in Marin County. The Board of Directors (“Board”) may change the principal office from one location to another.

3. Purposes and Limitations. The purposes of this Corporation are as set out in its Articles of Incorporation. The Green Burial Council is a nonprofit public benefit corporation and is not organized for the private gain of any person. The Corporation is organized exclusively as an organization described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision in any future United States internal revenue law (the “Code”). Notwithstanding any other provision herein, the Corporation shall not engage in a regular business activity of a kind ordinarily carried on for profit and shall not carry on any other activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Code. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

4. Membership.

A. The membership of the Green Burial Council, Inc. shall comprise the following: non-voting Members in Good Standing. The term “member in good standing” means a member whose certification maintenance dues are paid and have met any ongoing certification requirements as approved by the Board.

B. This Corporation may upon resolution of the Board have other NON-voting members, and the Board shall have the authority to set membership fees and benefits (other than voting) for all types of membership.

5. Directors.

A. Powers.

(1) General Corporate Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations in the articles of incorporation and Bylaws, the Corporation's activities and affairs shall be managed, and all corporate power shall be exercised, by or under the Board's direction.

(2) Specific Powers. Without prejudice to the general powers set forth in these Bylaws, but subject to the same limitations, the directors shall have the power to:

(a) Appoint and remove at the pleasure of the Board all the Corporation's officers, agents and employees; prescribe powers and duties for them that are consistent with the law, with the articles of incorporation, and with these Bylaws; and fix their compensation and require from them security for faithful performance of their duties.

(b) Change the principal office or the principal business office in California from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities within or outside California; and designate any place within or outside California for holding any meeting.

(c) Adopt and use a corporate seal and alter the form of the seal.

(d) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

B. Number Of Directors. The authorized number of directors shall be two (2) initially but may be subsequently set by the Board at any number from two (2) through fifteen (15).

C. Designation And Term Of Office. All initial directors have been designated by the incorporator of the Corporation. Each director shall hold office until resignation or removal or until a successor has been designated or elected in accordance with the provision in these Bylaws for filling vacancies.

D. Vacancies On The Board.

(1) Events Causing Vacancy. A vacancy or vacancies on the Board shall exist on the occurrences of the following: a) the death or resignation of any director; b) the declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by an order of court or convicted of a felony; c) the vote of the Board of directors to remove any director(s); d) the increase of the authorized number of directors; e) the expiration of any term for which the director was designated or elected in accordance with the provisions in these Bylaws; or f) automatically upon a director missing three Board meetings in any twelve-month period or failing to respond, whether positively or negatively, within thirty (30) days to any proposed unanimous written consent of directors, unless excused by a majority of the Board.

(2) Resignation. Except as provided below, any director may resign by giving written notice to the Board, or to the President or the Secretary of the Corporation. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the President may designate a successor to take office when the resignation becomes effective.

(3) Filling Vacancies. Vacancies on the Board shall be filled by a majority of the directors then in office, whether or not less than a quorum, or by a sole remaining director.

(4) No Vacancy On Reduction Of Number Of Directors. No reduction of the authorized number of directors shall have the effect of removing any director.

E. Director's Meetings.

(1) Place Of Meetings. Meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the Corporation.

(2) Meetings By Telephone. Any meeting may be held by conference telephone or video conference or similar communication equipment, as long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such a meeting.

(3) Annual Meeting. The Board shall hold a regular annual meeting for purposes of organization, election of officers and the transaction of other business. Notice of this meeting is required.

(4) Other Regular Meetings. Other regular meetings of the Board may be held with notice at such time and place as the Board may fix from time to time.

(5) Special Meetings.

(a) Authority To Call. Special meetings of the Board for any purpose may be called at any time by the chair of the Board, if any, the President or any vice president, or the Secretary or any two directors.

(6) Notice.

(a) Manner Of Giving Notice. Notice of the time and place of special meetings shall be given to each director by one of the following methods: a) by personal delivery of written notice; b) by first-class mail, postage prepaid c) by telephone or fax, either directly to the director or to a person

at the director's office who would reasonably be expected to communicate that notice promptly to the director; d) by telegram, charges prepaid; or e) by e-mail or voicemail, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director. (Corporations Code Section 5015.) All such notices shall be given or sent to the director's address or telephone number as shown on the records of the Corporation.

(b) Time Requirements. Notices sent by first-class mail shall be deposited in the United States mails at least four days before the time set for the meeting. Notices given by personal delivery, telephone, e-mail, voicemail, fax or telegraph shall be delivered, telephoned, faxed or given to the telegraph company at least 48 hours before the time set for the meeting.

(c) The notice shall state the time of the meeting, and the place if the place is other than the principal office of the Corporation. It need not specify the purposes of the meeting.

(7) Quorum. A quorum shall be not less than one-fifth the number of directors authorized, or less than two, whichever is larger, except that if fewer than that number of directors holds office the remaining director(s) may elect additional directors until a quorum can be met. Every action taken or decision made by a majority of the directors present shall be the act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to a) approval of contracts or transactions between the Corporation and one or more directors or between the Corporation and any entity in which a director has a material financial interest; b) creation of and appointments to committees of the Board; and c) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

(8) Waiver Of Notice. Notice of a meeting need not be given to any director, who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice of consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

(9) Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

(10) Notice of Adjourned Meeting. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

F. Action Without A Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. Faxed signatures by any director on a duplicate copy of a unanimous written consent shall be accepted as having the same force and effect as an original signature by that director. Email from any director confirming their agreement with a unanimous written consent shall be accepted as having the same force and effect as an original signature by that director on the unanimous written consent. All such consents shall be filed with the minutes of the proceedings of the Board.

G. Compensation And Reimbursement. Directors may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by Board resolution to be just and reasonable as to the Corporation at the time the resolution is adopted.

H. Committees.

(1) Committees Of The Board. The Board, by resolution adopted by a majority of the directors then in office, provided a quorum is present, may create one or more committees to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the directors then in office. The Board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the Board resolution, shall have all the authority of the Board except that no committee, regardless of Board resolution, may:

- a. Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the Board;
- b. Fill vacancies on the Board or on any committee that has the authority of the Board;
- c. Fix compensation of the directors for serving on the Board or on any committee;

- d. Amend or repeal Bylaws or adopt new Bylaws;
- e. Amend or repeal any Board resolution that by its express terms is not so amendable or repealable; or
- f. Create any other committees of the Board or appoint the members of committees of the Board.

(2) Meetings And Action of Committees. Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with, the provisions of these Bylaws concerning Board meetings (including but not limited to notice, quorum and unanimous written consent provisions) and other Board actions except that the time for regular meetings of such committees and calling of special meetings of such committees may be determined either by Board resolution, or if there is none, by resolution of the committee. Minutes of each meeting of any committee of the Board shall be kept and shall be filled with the corporate records. The Board may adopt rules for the government of any committee that are consistent with these Bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

(3) Particular Board and Advisory Committees. The Board may establish particular committees, e.g., an executive committee, audit committee, nominating committee, compensation committee, finance committee and an advisory committee or advisory board. The Board cannot, however, delegate the powers listed in Corporation Code Section 5212(a)(1)-(8) to any committee or advisory board. If any committee is to have any non-director members, it is not a committee of the Board, and is an “advisory committee.”

6. Officers.

A. Officers of the Corporation. The officers of the Corporation shall be a President/Chief Executive Officer, a Secretary, and a Chief Financial Officer. The Corporation may also have, at the Board's discretion, a chair of the Board, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers and such other officers as may be appointed in accordance with these Bylaws. Any number of offices may be held by the same person.

B. Election Of Officers. The officers of the Corporation shall be chosen by the Board and shall serve at the pleasure of the Board, subject to the rights, if any, of any officer under any contract of employment.

C. Other Officers. The Board may appoint and may authorize the chair of the Board, the President, or other officer to appoint any other officers that the Corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined by the Board.

D. Removal Of Officers. Without prejudice to any rights of an officer under any contract of employment, an officer may be removed with or without cause by the Board.

E. Resignation Of Officers. Any officer may resign at any time by giving written notice to the Corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

F. Vacancies In Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office.

G. Responsibilities Of Officers.

(1) Chair Of The Board. If a chair of the Board is elected, he or she shall preside at Board meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time.

(2) President/Chief Executive Officer. Subject to such supervisory powers as the Board may give to the chair of the Board, if any, and subject to the control of the Board, the President shall be the general manager of the Corporation and shall supervise, direct and control the Corporation's activities, affairs, and officers. The President shall preside at all committee meetings and, in the absence of the chair of the Board, or if there is none, at all Board meetings. The President shall have such other powers and duties as the Board or Bylaws may prescribe.

(3) Vice Presidents. In the absence or disability of the President, the vice presidents, if any, in order of their rank as fixed by the Board or, if not ranked, a vice president designated by the Board, shall perform all duties of the President. When so acting, a vice president shall have all powers of and be subject to all restrictions on the President. The vice presidents shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

(4) Secretary.

(a) Book Of Minutes. The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, and of committees of the Board. The minutes of meetings shall include the time and place of holding, whether the meeting was annual, regular, or special, and if special, how authorized, and the notice given, the names of those present at Board and committee meetings. The Secretary shall keep or cause to be kept, at the principal office in California, a copy of the articles of incorporation and Bylaws, as amended

to date.

(b) Board Membership Records. The Secretary shall keep or cause to be kept, at the Corporation's principal office or at a place determined by Board resolution, a record of the Corporation's Board members, showing each Board member's name, address, and telephone number.

(c) Notices, Seal and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board, and of committees of the Board required by these Bylaws to be given. The Secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

(5) Chief Financial Officer.

(a) Books Of Account. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Chief Financial Officer shall send or cause to be given to the directors such financial statements and reports as are required by law, by these Bylaws, or by the Board to be given. The books of account shall be open to inspection by any director at all reasonable times.

(b) Deposit And Disbursement Of Money And Valuables. The chief financial office shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate, shall disburse the Corporation's funds as the Board may order, shall render to the President, Chair of the Board, if any, and the Board, when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

(c) Bond. If required by the Board, the Chief Financial Officer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Chief Financial Officer on his or her death, resignation, retirement, or removal from office.

7. Indemnification.

A. Right Of Indemnity. To the fullest extent permitted by law, this Corporation shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that Section, and including an action by or in the right of the Corporation, by reason by the fact that the person is or was a person described in that Section. “Expenses,” as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

B. Approval Of Indemnity. On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification.

C. Advancement Of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

8. Insurance. The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee or agent in such capacity or arising out of the officer's director's, employee's or agents status as such.

9. Records And Reports

A. Maintenance Of Corporate Records. The Corporation shall keep:

1. Adequate and correct books and records of account;
2. Written minutes of the proceedings of its Board and committees of the Board; and
3. A record of each Board member's name, address and telephone number.

B. Inspection By Directors. Every director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be

made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

10. Construction And Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural and the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

11. Amendments. The Board, by a majority vote, may adopt, amend, or repeal any portion of these Bylaws.

Executed on _____, 2009, at San Anselmo, California.

Secretary