

ARTICLE 1: NAME AND LOCATION

SECTION 1. NAME: The name of this Association shall be The Southern, Cemetery, Cremation and Funeral Association. Referred to as "The Southern." Incorporated in the State of North Carolina as an eleemosynary "not for profit" corporation.

SECTION 2. PRINCIPLE OFFICE: The principal office will be located within the home or within reasonable reach of the current executive director. It is to be changed as the executive director role is changed or re-assigned or designated by a majority of the Board of Directors.

ARTICLE 2: MISSION AND OBJECTIVE

SECTION 1.

The objectives of this trade association are: to promote and foster education, training and an interchange of ideas between its members and others; to provide leadership in setting and maintaining high ethical standards; encourage the development of funeral home and cemeteries and provide the forums to seek out those potential improvements; to promote the Association; and to work with local state associations to help with legislative matters when in line with our core belief.

ARTICLE 3: MEMBERSHIP

SECTION 1. QUALIFICATIONS: Membership in the Association will be open to any person, partnership, firm, or corporation primarily engaged in end of life services such as cemetery, funeral, cremation operation's or primarily engaged in providing retail services or products for the memorialization and final disposition of human remains, and either primarily located or serves business entities in the Southern Region of the United States.

It shall be the prerogative of the Board of Directors of the Association to grant, refuse, or rescind the privilege of membership at any time.

SECTION 2. LOCATION: While the SCCFA's Board has the ability to let members join from outside the territory, The Southern members must have

residency or business they serve in residency in the following states: Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, Oklahoma, South Carolina, Tennessee, Texas, Virginia, or West Virginia.

SECTION 3. CLASSES OF MEMBERSHIP: The membership in this Association shall consist of the following classes:

- (1) Active Membership
- (2) Multi-Ownership Membership
- (3) Professional/Supplier Membership
- (4) Associate Membership
- (5) Student/Intern Membership
- (6) Life and Honorary Membership

a. Active Membership:

- (1) Any individual, partnership, firm, corporation, Association, municipality or religious organization being for-profit or not-for-profit, or any other entity owning, controlling or managing a cemetery, funeral home or crematory for the memorization and final disposition of human remains may become a traditional member of this organization.
- (2) This Active member may exercise one vote. The Active Member shall be able to designate one individual who is engaged within the registered members' business relating to those described in Section 2.b.1 of this article, to represent, vote, and act for the member in the affairs of the Association. The organization shall notify the Board of Directors which member shall exercise the active member's right to vote. The Active Member shall be responsible for providing a proxy declaration before the annual meeting.

b. Multi-Ownership Membership:

- (1) Any entity owning more than one cemetery, funeral home, or crematory, in good standing, may become a multi-ownership member. These members will be responsible for all locations complying with

the by-laws' requirements and paying appropriate dues.

- (2) The multi-ownership member may exercise one vote per participating valid location for which it pays dues, limited to no more than eight votes.
- (3) A multi-Ownership member may have any number of participating associate members.
- (4) They must notify the Board of Directors which associate members shall exercise its right to vote.
- (5) Multi-Ownership members shall be responsible for designating the voting associate members and shall give written notice to the Board prior to the annual meeting.

c. Professional/Supplier Membership:

- (1) Any individual, firm, or corporation providing materials, supplies, products, or professional services commonly used by an active member may become a Professional/Supplier Member of this organization.
- (2) Each Professional/Supplier member shall designate their (1) representative who is engaged in any of the businesses described in Section C.2.(1) of this article, to represent the member in the affairs of the Association. Any additional representatives of the parent company will be designated as an associate member and pay additional dues for those members.
- (3) Voting privileges do not extend to this class. Any individual, firm, corporation, or another form of organization under this organization is entitled to representation on the Board of Directors with up to two (2) members. Members of this class are eligible to hold office in this Association, and those two members gain voting privileges as representatives of their membership class.

d. Associate Member:

- (1) Any person employed or associated by an Active Member, Multi-Ownership Member

or Professional/Supplier Member to represent its organization and exercise the rights and privileges of membership in the Association.

- (2) In the event that an associate member shall leave the employment or active affiliation with the active member, or Professional/Supplier Member who recommended that person for membership, that person's associate membership shall immediately cease and terminate. They may file if in good standing a new application upon becoming associated with another current member.
- (3) Voting privileges do not extend to this class unless they have the designation from the active member.

e. Student/Intern Membership:

- (1) Any individual enrolled in an accredited school of mortuary science, or graduated from an accredited school of mortuary science seeking employment in the industry may apply to this class of membership.
- (2) Those in the first year of their internship or apprenticeships may also seek membership in this class.
- (3) Voting privileges do not extend to this class.

f. Life and Honorary Membership:

Life and Honorary memberships may be conferred upon individuals at such time and under such terms as the Board of Directors shall determine, provided that a Life or Honorary Member may exercise all the rights and privileges of membership. Other than the right to vote and hold office by virtue of such special membership.

g. Any dispute concerning the proper classification of a member should be resolved by the membership committee.

SECTION 4. MEMBERSHIP APPLICATION AND ADMISSION:

- a. Application: All applicants for membership shall complete and sign the application form provided by the Association and submit them to the principal office of the Association. The application must include an agreement to abide by associations by-laws and Code of Ethics. If the ownership of an entity changes, the new owner must apply for membership.
- b. Admission: The names of all applicants should be presented to the Board. Members make an objection to the application before voting. In the event that an objection is filed, the Executive Committee shall direct an inquiry into the objections and determine whether the individual meets the membership qualifications.

SECTION 5. TERMINATION OF MEMBERSHIP:

- a. Any membership may be suspended or terminated for cause. The cause for termination of membership shall be a violation of the by-laws or the code of ethics or any conduct that is considered to bring the Association or profession into a poor light or ill repute.
- b. If the Board receives a written complaint concerning a member, the complaint will be referred to the ethics committee, who shall open an inquiry to the conduct in question and submit a recommendation to the Executive Committee. Termination of membership must be by a two-thirds vote of the Board of Directors. Members must be notified in writing of the decision.

SECTION 6. RESIGNATION:

Any member may voluntarily resign from the Association at any time by sending a written notice to the principal office. It will not relieve the member of the obligations to pay any dues or other fees accrued and unpaid.

ARTICLE 4: DUES

SECTION 1. ESTABLISHMENT OF DUES: The annual dues for each member class of the Association shall be determined by the Board of Directors.

SECTION 2. DELINQUENCY AND CANCELLATION:

Any member whose dues remain in delinquent for a period of (6) months may be dropped from membership in the Association. The Executive Committee may extend the time for payment of dues and continuation of membership privilege.

SECTION 3. REFUNDS: No dues shall be refunded to any member whose membership is terminated for any reason.

ARTICLE 5: MEETINGS OF MEMBERS

SECTION 1. ANNUAL: The annual meeting of members shall be held yearly on such dates and at such times as may be designated by the Board of Directors. Notice of all annual meetings shall be given to all members, not less than (30) thirty days prior to the scheduled meeting. The Board of Directors shall determine and include in the notice (by any means necessary) the procedure for distributing ballots and how ballots may be cast.

SECTION 2. SPECIAL: Special meetings may be called by the President or a majority of the Board of Directors.

SECTION 3. NOTICE: Notice of any public meeting shall be sent either to the last recorded address or email address of each regular member at least (30) thirty days before the scheduled meeting. The notice may also be given in the Association's newsletter or posted on the Association's website.

SECTION 4. QUORUM: At any special or annual meeting, a quorum shall consist of no less than (17) seventeen active members or those paid-up active members with voting rights present.

SECTION 5. VOTING: Prior to the annual meeting, the Secretary or Secretary's designee shall send to each active member a form by which the active member shall certify an individual who shall be entitled to vote on the member's behalf at the next annual meeting or any special meeting. Such certification shall be filed with the Secretary before an active member is permitted to vote. No active member may cast more than the specified number of votes in accordance with the by-laws. A majority vote of the active members present and voting shall govern.

SECTION 6. RULES OF ORDER: Roberts Rules of Order Revised shall govern the procedures of this Association when applicable and when not in conflict with these by-laws.

SECTION 7. CANCELLATION OF MEETINGS: The Board of Directors may cancel or postpone any annual or special meeting for a cause.

ARTICLE 6: BOARD OF DIRECTORS

SECTION 1. AUTHORITY AND RESPONSIBILITY: The Board of Directors shall have supervision, control and direct the affairs for the Association, it shall determine its policies or changes therein within the limits of the by-laws; it shall actively prosecute its objectives; it shall have discretion in the disbursement of its funds, and it shall have other such powers of authority. The Board of Directors may adopt such rules and regulations for the conduct of its business. The Board may delegate its authority and responsibility to the Executive Committee or any other designated agent.

SECTION 2. COMPOSITION: The Board of Directors shall consist of the President, President-Elect, 1st Vice-President, 2nd Vice President, Secretary, Treasurer, and twelve (12) active members serving as directors, two (2) Professional/Supplier members, three (3) past-presidents and the immediate past president.

- a. Eligibility to be elected to the Board of Directors:

- (1) An active member or an appointed representative in good standing with the Association;
 - (2) Registered and in attendance at the annual meeting, unless unable to attend due to extenuating circumstances;
 - (3) Qualified and willing to serve on the Board of Directors.
- b. The retiring President shall become a member of the Board of Directors for a term of one year. Their title shall be Immediate Past President.

SECTION 3. TERMS OF OFFICE

An individual who has served an elected term as a member of the Board of Directors shall not be eligible for election to another term on the Board until (1) one year after expiration of such individuals term, except due to circumstances and vacancies deemed prudent by the Board of Directors.

SECTION 4. NOMINATION: Any individual entitled to exercise a voting member may propose the names of eligible individuals for nomination to the Board of Directors. All such proposals may be directed to the nominating committee or member of the Board in writing, with a brief background of the candidate and received prior to the annual meeting.

The Nominating Committee shall report to the Board of Directors all eligible candidates received in accordance with the by-laws, together with the names of any additional eligible candidates recommended for consideration by the Board.

SECTION 5. ELECTION

At each annual meeting, the Past Presidents of the Association shall elect (1) one of their members to serve a (3) three-year term on the Board of Directors. The Professional/Supplier members will propose a professional/supplier member at the end of a (3) three-year term to the Board of Directors, with the approval of the incoming President. The two supplier members occupying regular board seats cannot be from the same or

competing business entities. At the incoming President's discretion, it is suggested that the Supplier Board Member should represent different industries within the supplier community.

SECTION 6. VACANCIES: Any unscheduled vacancy on the Board of Directors shall be filled by persons meeting the necessary qualifications by a majority vote of the Board.

A person selected to fill in the at-large vacancy of less than (3) three years shall be eligible for re-election to a(3) three-year term immediately thereafter.

No person shall be eligible for election to the Board of Directors if at the commencement of his/her term of office if there are currently (3), three other individuals employed by or designated as voting individuals for the same active member or multi-ownership member by whom such person is also employed.

SECTION 7. MEETINGS Regular meetings of the Board of Directors shall be held at such time and place as the Board itself shall designate. Special meetings may be called by the President or any five members of the Board of Directors upon (5) five days written notice or may be held at any time or place without written notice by consent of (10) ten board members. The call for a special meeting shall state the purpose thereof, and all Board Members must be notified in advance of any special meeting.

SECTION 8. QUORUM OF THE BOARD: (8) eight members of the Board of Directors shall constitute a quorum at any meeting. In the event the President determines circumstances or matters require prompt Board action and an in-person called meeting is impractical, an electronic or telephonic conferencing meeting may be held, so long as a quorum is established. No voting by proxy shall be allowed.

Anyone wishing to solicit votes for the election to any board position by use of the material of any kind must first submit any material to the Board for approval of its use.

SECTION 9. ORDER OF BUSINESS: The order of business, as far as practicable, shall be the same as that designated for the annual business meeting of the members.

ARTICLE 7: OFFICERS

SECTION 1. ELECTED OFFICERS: The Officers of the Association shall be elected by the Board of Directors. There shall be a President, a President-Elect, 1st Vice President, 2nd Vice President, a Secretary, and a Treasurer. No person shall be eligible to election to the same office for more than (1) one year in succession, except for the offices of Secretary, Treasurer, or Vice-President. Unless approved by the Board of Directors in advance, no officer shall receive any compensation.

Newly elected Officers shall take office immediately after their election and induction, but the outgoing officers shall be permitted to complete those duties necessary to conduct the affairs of the Association during the remainder of the convention.

SECTION 2. APPOINTED OFFICERS:

The Board of Directors shall employ (1) one or more individuals as Executive Director(s) and whose terms and conditions of employment shall be specified by the Board.

SECTION 3. OFFICER QUALIFICATIONS: Only active and professional/supplier members who are presently or in the past have been directors of the Association may serve as elected or appointed officers.

SECTION 4. TERM OF OFFICE:

Each elected officer shall take office immediately after their election and induction and shall serve for a term of (1) one year or until a successor is duly elected and qualified.

SECTION 5. VACANCIES: Any unscheduled vacancy on an officer shall be filled by appointment by the President in accordance with the by-laws.

SECTION 6. REMOVAL A member of the Board of Directors may be removed from the Board of Directors by a (2/3) two-thirds vote of the Board of Directors if said member is not in attendance for (2) two consecutive regular meetings.

ARTICLE 8: DUTIES OF OFFICERS

SECTION 1. PRESIDENT: The President shall be the Chief Executive Officer of the Association. The President shall be a member ex officio of all committees and shall direct the activities and manage the affairs of the Association in accordance with its objectives, subject to the approval of the Executive Committee of the Board of Directors. The President shall execute all bonds, mortgages and other contracts of the corporation. The President shall have the general authority and duties of supervision and management customarily vested in the office of President of an association or a corporation. The President or designate shall represent the SCCFA at all member state association meetings and SCCFA sponsored events and other relevant industry functions, at the expense of the SCCFA.

SECTION 2. PRESIDENT-ELECT: The President-Elect, followed by the Vice-Presidents, shall in the absence of the President perform the duties and exercise the functions of the President and other duties as may be delegated by the Board of Directors. In the event of death, resignation, or inability of the President to fulfill their duties, the President-Elect, followed by the 1st Vice-President, shall assume the office of the President for the unexpired term. The President who succeeded to the office due to death, resignation, inability or incapacity of their predecessor may, at the option of the Board of Directors, be elected to serve a full term for the following year.

SECTION 3. VICE PRESIDENTS: The Vice Presidents shall be elected from among the Board of Directors.

SECTION 4. SECRETARY: The Secretary shall attend all meetings of the Board of Directors and of the

Association and shall record all votes and minutes of such meetings. The Secretary shall perform other duties as prescribed by the Board of Directors or the President, under whose supervision they serve.

SECTION 5. TREASURER: The Treasurer shall supervise the funds and securities of the Association and shall cause receipts and disbursements of the Association to be kept in full, accurate account. Under the direction and supervision of the Treasurer, the Executive Director or their agent shall deposit all monies to the credit of the Association in such depositories as may be designated by the Board of Directors. The Treasurer, through the Executive Director, who must meet Board approval, will disburse the funds of the Association as ordered by the Board of Directors, taking proper vouchers for such disbursements. The Treasurer shall render to the President and Directors at each regular meeting of the Board, or whenever they may require it, an account of the financial condition of the Association, together with a report as to the transactions of the Executive Director.

The Treasurer's record may be audited annually by a Certified Public Accountant who shall be approved by the Board of Directors.

SECTION 6. EXECUTIVE DIRECTOR: The Executive Director of the Association shall be the Chief Operating Officer responsible for all management functions and direct all activities of the Association as prescribed by the Board of Directors and shall be responsible to the Board. That individual will work in their judgment in the best interests of the Association. The Executive Director shall be an ex officio member of all committees and shall have no vote.

SECTION 7. INDEMNIFICATION: The Association shall indemnify any current or former Director, Officer, Executive Director, or employee of the Association for expenses actually and necessarily incurred in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of his/her position with, or duties

performed for the Association. If in such suit or proceeding; however, the current or former Officer, Director, Executive Director, or employee is adjudged liable for negligence or misconduct in the performance of duty, there will be no indemnification. The Association shall also indemnify any Director, Officer, Executive Director, or employee the reasonable costs of settlement of any such action, suit, or proceeding if it shall be found by a majority of the Board of Directors, not involved in the matter of controversy, that it was in the interest of the Association that such settlement be made and that such Director, Officer or employee was not guilty of negligence or misconduct. Such right of indemnification and reimbursement shall not be exclusive of any other rights, to which such Director, Officer, or employee may be entitled under any By-law, agreement, a vote of the Directors, or otherwise.

SECTION 9. PAST PRESIDENT: The past presidents shall not be considered or included in determining the limitations upon the number of individuals employed by or designated as voting individuals by the same active or multi-ownership member to be eligible for nomination or election.

ARTICLE 9: COMMITTEES

SECTION 1. APPOINTMENTS: Newly appointed Chairmen of all standing committees shall assume their duties following appointment by the President. The retiring Chairmen and their committees, however, shall be permitted to complete their duties, in order to facilitate a smooth transition to the incoming Chairmen.

The President shall appoint the Chairman and may appoint the members of each Committee unless otherwise provided herein.

SECTION 2. EXECUTIVE COMMITTEE: The Executive Committee shall consist of the President, the President-Elect, the Immediate Past President, the 1st Vice-President, 2nd Vice-President, the Secretary,

and the Treasurer. The Executive Director shall be an ex officio member without voting privileges. The President shall be the Chairman; the Secretary shall serve as the Secretary of the Executive Committee.

The Executive Committee shall have all of the authority of the Board of Directors while the Board is not in session except the following: Submission to the membership of nominations of Board Members, the election of officers of the Association, and the submission to the members of amendments to the By-laws. The Executive Committee may decide the time and place of the annual meeting and convention and shall perform such other duties as the Board of Directors may require. The Executive Committee shall keep minutes of its actions and proceedings and shall report to the Board of Directors for approval at its regular or special meeting. Such a report shall be part of the official record of acts of the Board of Directors.

SECTION 3. FINANCE COMMITTEE: The Finance Committee shall consist of the Treasurer, who shall act as Chairman, (1) one board member, and the Executive Director, who shall act as an ex officio member without a vote. The Finance Committee shall prepare a budget for approval by the Board of Directors, supervise the annual audit of the Association, and approve the expenditures of all amounts not included in the approved budget.

SECTION 4. NOMINATING COMMITTEE: The Nominating Committee shall consist of a Chairman, who shall be the President-Elect for the current year, and two additional members appointed by the President. The Nominating Committee shall receive proposals for nominations.

SECTION 5. ETHICS AND INQUIRY COMMITTEE: The Past Presidents comprise the membership of this Committee. Its duties shall include: recommending to the Board of Directors any proposed changes in the Creed of Ideas or the Code of Ethics; investigating complaints concerning member conduct which may bring the cemetery and funeral service industries or this Association into disrepute

and recommending to the Board of Directors appropriate disciplinary action; and conducting such inquiries into industry practices and conditions as may be requested by the President, Executive Committee, or the Board of Directors. The President shall appoint a Chairman from its members.

SECTION 6. LEGISLATIVE COMMITTEE: The Legislative Committee shall consist of a Chairman and (4) four board members, all of whom are appointed by the President, and the Executive Director who shall be ex officio member without a vote. The Chairman, the President, and the Executive Director shall represent this Committee during any joint associations' Legislative Committee meetings, actions, agreements or undertakings. The Legislative Committee shall: remain informed of all local, state, and national legislation involving the cemetery and funeral service industries and involving this Association's members in this region; resist harmful legislation and encourage positive legislation; join with other associations, whether state, regional or national, in efforts to support and protect the cemetery and funeral service industries, financially and otherwise.

SECTION 7. MEMBERSHIP COMMITTEE: The Membership Committee, appointed by the President, shall promote membership in the Association to eligible non-members. The Membership Committee will screen and recommend to the Board of Directors at each Board meeting, candidates for membership.

ARTICLE 10: FINANCE

SECTION 1. FISCAL YEAR: The fiscal year of the Association shall begin on January 1 and end on December 31.

SECTION 2. AUDIT: The financial records and accounts of the Association may be audited annually by a Certified Public Accountant who shall be approved by the Board of Directors.

ARTICLE 11: DISSOLUTION

SECTION 1. DISSOLUTION OR MERGER

Upon dissolution or merger of this Association with any other association with like or similar purposes, none of the assets of the Association shall be distributed to the members thereof. Instead, the assets remaining after the discharge of all outstanding liabilities shall be distributed to one or more tax-exempt, regularly organized and qualified charitable, educational, scientific, or philanthropic organization(s) selected by the Board of Directors; provided, however, that in the event of a merger with another association with like or similar purposes, the Board of Directors may, in lieu of such distribution, elect to transfer all or part of such assets to the organization or Association with which merger is being effected.

ARTICLE 12: AMENDMENTS

SECTION 1.

These by-laws may be amended by the affirmative vote of a majority vote of the active membership present at any annual or properly called meeting. These by-laws may also be amended by the affirmative vote of a majority vote of the Board of Directors, except that the Board on its own shall not have the authority to amend these by-laws with respect to the constitution for the Board or the terms of office and the manner of election for both officers and board members.

No amendment affecting this article or affecting the composition of the Board or terms of office and manner of election for both officers and board meeting of the Association unless previous notice of such proposed amendment has been provided to the membership either by traditional mail or email at the last provided contact of the member.