

**BY-LAWS OF THE
SOUTHERN CEMETERY, CREMATION AND FUNERAL ASSOCIATION
(Revised June 2015)**

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2022 Redline with Proposed Amendments – Yellow highlighted changes will be voted on were approved by the Board of Directors at their meeting Tuesday, May 10, 2022 at 10:00am (Eastern) via Zoom Call. Gray highlighted changes will be voted on by the members at the annual business meeting Monday, June 13, 2022 at 12:45pm (Eastern), Hilton Daytona Beach Oceanfront Resort. Please review all proposed amendments and be prepared to vote on yellow items and approve the notice to be sent out on the gray items on our Zoom call. In the meantime, please do not hesitate to reach out if you have any questions or concerns. Cindy

ARTICLE I

NAME-LOCATION-OBJECTIVE

- Section 1. The name of this Association is the Southern Cemetery, Cremation and Funeral Association Inc., Incorporated ~~and doing business~~ in the State of North Carolina ~~as~~ as ~~an eleemosynary a~~ “not for profit” corporation, ~~referred to as “The Southern”.~~
- Section 2. The principal office of the Association shall be located at the office of the Executive Director or other location designated by a majority of the Board of Directors.
- Section 3. The objectives of this ~~eleemosynary~~ trade association are: to promote and foster a greater business association between its members and others; to address abuses in the cemetery, funeral and related industries; to disseminate information concerning the qualifications of individuals seeking membership status; to mediate differences between its members; to promote the Association; to promulgate, establish and enforce a code of fair competition for the cemetery, funeral and related industries or any portions thereof; to foster the proper maintenance of the property and facilities of its members; and to do those things incidental to its purpose for the mutual benefit of its members.

ARTICLE II

MEMBERSHIP

- Section 1. ~~Membership in the Association shall be a privilege and not a right. The capacity of Membership in the Association shall be subject to the terms set forth in these bylaws.~~ It shall be the prerogative of the Board of Directors of the Association to grant, refuse, or rescind this ~~privilege membership~~ at any time. Membership in the Association shall be open to all business organizations engaged in the retail services or products relating to preparation, disposition, or memorialization of ~~dead~~ human remains, and to individuals, without discrimination, who are interested in the purposes of the Association and who are willing to ascribe to these bylaws and are otherwise qualified under the provisions set forth in these bylaws.
- Section 2. The territory of membership shall be limited to the states of Alabama, Arkansas, Delaware, Florida, Georgia, Kentucky, Louisiana, Maryland, Mississippi, North Carolina, Oklahoma, South Carolina, Tennessee, Texas, Virginia, and West Virginia.
- Section 3. Membership in this Association consists of the following classes:
- ~~Section 4.~~ A. Active Members. Any individual or business organization (sole proprietorship, partnership, joint venture, corporation or other business entity) owning a single cemetery or funeral home or monument company or crematory within the territory of the Association as set forth in

Section 2 of this Article II, in good standing, may become an ~~active-Active member-Member~~ and hold a maximum of two (2) ~~active-Active memberships-Memberships~~ both of which shall include the right to hold office and serve on committees, but only one of which may be a voting membership. Subject to the approval by the Board of Directors the ~~active-Active~~ (individual or business organization) ~~member-Member~~ shall designate the individual who shall exercise the rights and privileges of such ~~active-Active membership-Membership~~; and if there be two (2) such ~~active-Active memberships-Memberships~~, which of the individuals shall exercise the voting privilege. Subject to the approval by the Board of Directors the identity of the designated individual(s) may be changed by the ~~active-Active~~ (individual or business entity) ~~member-Member~~ from time to time by written notice to the Association. The ~~active-Active~~ (individual or business entity) ~~member-Member~~ shall be responsible at all times for compliance by its designated individual(s) with these Bylaws and the Code of Ethics applicable to such member.

Full ~~active-Active membership-Membership~~ dues must be paid ~~in full~~ with respect to each ~~active-Active membership-Membership~~ held by the individual or business entity member.

~~In the event that more than 50% of the ownership of a Member's business entity is transferred, the new owner shall make application for membership to the Association, subject to the terms of these bylaws. Whenever ownership of a member is transferred, such new owner must file an application for membership. In the event more than fifty percent (50%) of the ownership of a business entity, which is a member, is transferred, ownership is deemed transferred.~~

B. Active Multi-Ownership Members. Any individual or business organization (sole proprietorship, partnership, joint venture, corporation or other business entity) in good standing, owning, controlling or managing more than one (1) cemetery, funeral homes, crematories, retail monument business, mausoleum or columbarium property, in good standing, may become an Active Multi-Ownership Member by complying with the requirements of these Bylaws and paying the appropriate dues. An Active Multi-~~ownershipOwnership~~ Member may hold as many memberships as it owns or controls or manages businesses of the type herein above described within the territory of the Association as set forth in Section 2 of this Article II, in good standing, as it may determine; provided that the number of voting memberships shall be limited to eight (8). Subject to the approval by the Board of Directors: ~~theThe~~ Multi-Ownership Member may appoint the individual in the organization (in the parent, subsidiary or controlled affiliate at any tier) who shall exercise the rights and privileges of each such Active Multi-Ownership membership, and which individuals shall exercise voting privileges; and may change the identity of such appointed individual(s) from time to time by written notice to the Association. The Active Multi-Ownership Member shall be responsible at all times for compliance by its appointed individual(s), with these Bylaws and the Code of Ethics applicable to such Active Multi-Ownership Member.

C. Associate Members. Any person employed by an Active Member or Active Multi-ownership Member (or any tier thereof) may hold an Associate Membership. Each Active Member and each Multi-ownership Member may appoint any number of Associate Members. An Associate Member may exercise all the rights and privileges of membership other than the rights to vote or hold office.

~~D. Supplier Members. Any person, firm, association or corporation or other business entity supplying materials or services to cemeteries, funeral homes, crematories, mausoleums, columbarium's or in the business of providing retail services or products relating to said human remains, including, but not limited to funeral directors, cremationists, florists, and retail monument dealers, may hold a supplier membership by complying with the requirements of these Bylaws and paying the appropriate dues. A Supplier Member may exercise all of the rights and privileges of membership other than the rights to vote or hold office.~~

~~E. Professional Members. Any person, firm, association, corporation or other business entity rendering professional services to cemeteries, funeral homes, crematories, columbarium's,~~

~~mausoleums, or to other businesses providing retail services or products relating to said human remains including, but not limited to funeral directors, cremationists, and retail monument dealers, (e.g. sales, consultants, engineering, architecture, legal, accounting) may hold a professional membership by complying with the requirements of these Bylaws and paying the appropriated dues. A Professional Member may exercise all of the rights and privileges of membership other than the rights to vote or hold office.~~

~~F. Associate Supplier and Professional Membership. Any holder of a Supplier Membership or a Professional Membership may appoint one or more individuals in his or its employ to hold an Associate Supplier Membership or an Associate Professional Membership, respectively. An Associate Supplier Member and an Associate Professional Member may exercise all of the rights and privileges of membership, other than the rights to vote and hold office.~~

~~D. Professional and Supplier Member. Any person, firm, association, corporation or other business rendering professional services or providing materials and supplies to cemeteries, funeral homes, crematories, mausolea, columbaria, and the staff therein or to other businesses that are engaged in the preparation, interment, or memorialization of human remains may hold a Professional and Supplier membership by complying with the requirements of these Bylaws and paying the appropriate dues. A Supplier and Professional Member may exercise all of the rights and privileges of membership other than the right to vote or hold office, except where noted in these Bylaws.~~

G.E. Affiliate Members. Any individual or business entity engaged as an owner of or employed by a cemetery, mausoleum, columbarium, crematory or a business engaged in providing retail services or products relating to ~~dead~~ human remains, including, but not limited to funeral directors, cremationists, and retail monument dealers, who would otherwise qualify for membership in this Association, but whose place of business is outside the territory of the Association, may hold an affiliate membership, by complying with the requirements of these Bylaws and paying the appropriate dues. An affiliate member may exercise all the privileges of membership other than the rights to vote or hold office.

H.F. Life and Honorary Members. 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 the holder of life or honorary memberships shall not have the right to vote or to hold office by virtue of such membership.

I.G.—Allied Industries Members. Any individual or business, professional or non-profit organization, and any individual employed by any of the forgoing, who or which is engaged in a field of activity which is allied with the cemetery industry, as defined from time by the Board of Directors, may hold an allied industries membership by complying with the requirements of these Bylaws. Any allied industries member shall exercise all of the privileges of membership other than the right to vote or hold office.

H. Student and Intern Member. Any individual enrolled in an accredited school of mortuary science, or any graduate of an accredited school of mortuary science, or individual seeking employment with an Active, Multi-Ownership, and/or Professional and Supplier Member firm. This membership classification is only valid for a total of one (1) year per individual. Student and Intern Members may exercise all of the rights and privileges of membership other than the right to vote or hold office.

ARTICLE III

MEETINGS OF MEMBERS

- Section 1. Meetings of the members of the Association shall be held at ~~the office of the Association at its principal office, or~~ such ~~other~~ places ~~and/or by such methods~~ as may be designated by the Board of Directors.
- Section 2. The annual meeting of the membership 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~~ ~~Members and associate members~~ not less than thirty (30) days prior thereto.
- Section 3. Special meetings may be called by the President, a majority of the Board of Directors, ~~or a minimum of~~ twenty-five (25%) percent of the ~~active-Active membership~~ ~~Membership~~, by giving not less than thirty (30) days notice to each member of the place and time and day of the meeting, or as otherwise provided by statute.
- Section 4. The Secretary shall mail to the membership written or printed notice of every annual or special meeting to the member's last address of record, at least thirty (30) days prior to any annual or special meeting. The notice may be given in the Association's newsletter. Notices of a special meeting shall state the purpose(s) of the meetings.
- Section 5. At any special or annual meeting a quorum shall consist of a majority in number ~~or of~~ those paid-up ~~active-Active members~~ ~~Members~~ with voting rights as defined in Article II, Section 3 hereof, who are registered for attendance at the meeting.
- Section 6. The order of business at all annual meetings shall, as nearly as possible, be as follows:
1. Call to order
 2. Report of given notice
 3. Determine presence of quorum
 4. Minutes of previous annual or special meeting
 5. Communications
 6. Report of officers
 7. Report of action by Board of Directors
 8. Election of Directors
 9. Report of election of Directors
 10. Report of election of Officers
 11. Unfinished business
 12. New Business
 13. Adjournment

The order of business may be altered or suspended during any meeting by a vote of the majority of those present.

- Section 7. The procedure for nomination of candidates for election as members of the Board of Directors at the annual business meeting of members shall be as follows:
- A. Subject to the provisions of Article IV, Section 8, only individuals who satisfy the requirements of Section 2, Items 1 and 3 of Article IV of these Bylaws, and who have indicated the intention to meet the requirements of Item 2 of said Section 2 of Article IV may be considered for nomination.
- B. Any individual entitled to exercise a voting membership under Article II of the Bylaws may propose the names of eligible individuals for nomination to the Board of Directors. All such proposals should be directed to the Nominating Committee or member of the Board in writing, with a brief background of the candidate, and received by the Nominating Committee, Director, or Association office prior to the Board of Directors meeting preceding the annual meeting.

C. The Nominating Committee shall report to the Board of Directors, at its meeting next preceding the annual business meeting of members, all written proposals for nominations of eligible candidates received by it in accordance with these Bylaws, together with the names of any additional eligible candidates recommended by it for consideration, and shall also submit its recommendations for nomination by the Board.

D. To be eligible for nomination for election to the Board a candidate must, in addition to all other qualifications provided in these Bylaws, be registered and in attendance at the annual business meeting at which the election will take place, unless, due to extenuating circumstances, an otherwise eligible candidate is unable to attend.

E. 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 one (1) year after expiration of such individual's term, except as provided by Article IV, Section 5 of these Bylaws.

F. The Board of Directors, at the meeting preceding the annual membership meeting, shall nominate as many eligible candidates as it deems appropriate for election as Directors, provided that there shall be at least as many candidates nominated as there will be positions to be filled at the election, and shall cause its nominations to be reported at the annual business meeting.

G. After the report of nominees has been submitted by the Board of Directors at the annual meeting, any individual in attendance who is entitled to exercise a voting membership under Article II of these Bylaws may nominate one or more additional eligible candidates before the nominations are closed.

At each annual meeting, the Past Presidents of the Association shall elect one of their members to serve a three-year term on the Board of Directors. Every second and third year the Supplier Members of the Association shall propose one Supplier Member to serve a three-year term on the Board of Directors, with the appointment to be made by the incoming President. There may be no more than two Supplier Members serving concurrently on the Board of Directors and the Supplier Board Members must not be from the same or competing business entities. At the incoming President's discretion, it is suggested that the Supplier Board Members should represent different industries within the supplier community. The minutes of the annual meeting of the Past Presidents and the Suppliers shall be submitted to the current President.

Section 8.

~~Prior to the annual meeting, the Secretary shall send each active member and each Active Multi-ownership member which has the authority to appoint individuals with voting privileges a certificate on which the member shall certify who shall vote at the next meeting as provided in Article II, Sections 3A and 3B. The certificate must be filed with the Secretary prior to the election of Directors. Only the person noted on the form or his/her substitute, if one is named therein, shall be entitled to vote for Directors or to vote on any matter presented for a vote at the meeting. The person named in the certificate or his/her substitute must be an active full-time officer or manager of such active member or of such Multi-ownership member or of a cemetery subsidiary or affiliate of such Multi-ownership member. The number of votes to be cast by the designated individual(s) may not exceed the number of paid voting memberships held by the member, within the limits prescribed in Article II, Sections 3A and 3B. All voting shall occur in person, with no voting by proxy allowed. Each such voting certificate must be validated by the Secretary or his designee prior to the beginning of the annual business meeting before any votes may be cast pursuant to such certificate.~~

~~At the annual business meeting of members each such voting certificate may be exchanged for one (1) voting ballot, which must contain the names of all nominees. To be counted in the election, a ballot must be cast for no more or less than the number of positions to be filled in the election. The election tellers, who are to be appointed by the President, shall record the number of votes cast for~~

~~each candidate. Elections shall be by plurality, with the eligible candidates receiving the highest number of votes declared elected for the number of positions filled. The total number of votes received by each candidate shall not be announced, but shall be reported to the Secretary. Prior to the annual meeting, the Executive Director, in cooperation with the Secretary, shall review all Active Membership records against the Bylaws of the Association to determine which members possess the right to vote and/or possess the right to appoint a designee to vote, including the total number of voting rights possessed by each Active Member or Multi-Ownership Member. Active Members and Multi-Ownership Members are required to certify their vote and/or their voting designees in-person and by affixed signatory at the time of registration for the annual meeting using an instrument approved by the Board of Directors or appointed committee thereof. Only the person noted on the form or his/her substitute, if one is named therein, shall be entitled to vote for Directors or to vote on any matter presented for a vote during the meeting. Named substitutes or voting designees must be an active full-time officer or manager of such Active Member or of such Multi-Ownership Member. The number of votes to be cast by the designated individuals may not exceed the number of paid voting memberships held by the member, within the limits prescribed in these Bylaws. All voting shall occur in person, with no proxy voting allowed.~~

~~Election Tellers, appointed by the President, shall distribute ballots from a designated location within the annual meeting area to those individuals possessing a certified right to vote. Each Member, his/her substitute, or voting designee is entitled to only (1) ballot. The Election Tellers shall record the number of votes cast for each candidate or subject matter for which voting is required as stated within these Bylaws. Elections shall be by plurality. When voting for candidates, those receiving the highest number of votes shall be declared elected for the number of positions filled. The total number of votes received by each candidate shall not be announced, but shall be reported to the Secretary.~~

Section 9. Anyone wishing to solicit votes for the election of any member to any office or to the Board of Directors by the use of printed literature of any kind shall first submit such material to the Bylaws Committee. No campaign material shall be circulated or displayed until approved by the Bylaws Committee. Such material shall be limited to pertinent biographical information.

Section 10. ROBERTS RULES OF ORDERED REVISED shall govern the procedure of this Association when applicable and when not in conflict with these Bylaws.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. The property and business of the Association shall be managed by a Board of Directors consisting of (i) twelve (12) ~~active-Active members-Members~~ of the Southern Cemetery, Cremation and Funeral Association, one-third (1/3) of that number shall be elected at each annual meeting of the Association to serve for a term of three (3) years, and, (ii) if the President during ~~his or her~~~~their~~ term of office as such is not otherwise then an elected member of the board; and (iii) the President-Elect during ~~his or her~~~~their~~ term of office as such is not otherwise then an elected member of the Board. The term "~~active-Active member~~~~Member~~" is used in Article IV and in Article V Section 1 B means individuals with voting privileges designated by an ~~active-Active member-Member~~ in Classes A or B defined in Article II, Section 3 of these bylaws.

Section 2. A person is eligible to be elected to the Board of Directors if ~~he or she is~~:

1. An ~~active-Active~~ Member or an appointed representative with voting privileges of any entity which is an Active Member or an Active Multi-ownership Member 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.

Section 3. The retiring President shall become a member of the Board of Directors for a term of one year. ~~His~~ Their title shall be Immediate Past President.

Section 4. Any unscheduled vacancy on the Board of Directors shall be filled by appointing the person who obtained the next highest number of votes at the last annual business meeting of the Association. In the event no person meets the foregoing requirement, the Board shall fill the vacancy from among those persons meeting the necessary qualifications.

If during a Director's term, the individual no longer meets the qualifications set forth in Section 2 of this Article IV, ~~his~~ their position on the Board of Directors shall become vacated and filled as provided herein.

Section 5. A Director elected or appointed to fill a vacancy of less than three years shall be eligible for re-election for a three-year term thereafter.

~~Section 6. At any given time, the total number of directors representing a single Active Member or Multi-Ownership Member shall not exceed a total of (3). As vacancies on the Board arise, it is generally understood that the total quantity of qualified nominees at the time of election may exceed those eligible for nomination under these Bylaws. In this event, those nominee(s) on the ballot receiving the highest number of votes shall be deemed elected so long as they meet the qualifications within these Bylaws. Voting tabulations per nominee will not be reported within the annual meeting, but recorded by the Secretary.~~

~~Past Presidents shall not be considered or included in determining the limitations upon the number of directors per single Active Member or Multi-Ownership Member firm as indicated in this Section 6.~~

~~Section 6. No person shall be eligible for election to the Board of Directors if at the commencement of his term of office there are currently serving as directors 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, or from whom such person is a designated voting individual. If at the time for the election to take place not more than two individuals are then currently serving as directors who will continue office at the commencement of the terms of office of those persons to be elected, any number of individuals so employed or designated by or for the same voting or active member shall be eligible for nomination if otherwise qualified for election. In the event that, the number of individuals so employed or designated among the nominees exceeds the number who may under these Bylaws be validly elected, the Board shall cause the nomination slate submitted to the membership for a vote to exceed the number of positions available at the election so as to insure that all positions available will be filled even though the disqualification provisions in this Section 6 result in disqualification of one or more nominees. In the event that more of such nominees receive sufficient votes to be included in the list of candidates elected to fill vacancies at the election than the number of individuals who would otherwise be eligible for election under the provisions of Article II Membership, Section 3B, only the individuals or individual within the number permitted therein receiving the highest number of votes shall be deemed elected, and any of such individuals receiving a lesser number of votes shall be deemed to have become disqualified and the votes cast for such individuals or individual shall be deemed to have become disqualified and the votes cast for such individuals or individual shall be disregarded in determining the results of the election.~~

~~Notwithstanding any of the foregoing provisions of this Section 6, 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; and there shall be no limitation on the number of past presidents elected by that group to serve on the Board by reason of employment by or designation as the voting individual for any one active or multi-ownership member.~~

- Section 7. Except by election to the Board of Directors by the Past Presidents as provided in Article III, Section 7 hereof, a Past President shall not be eligible to be elected to the Board of Directors after he has served a one-year automatic term as Immediate Past President.
- Section 8. Regular meetings of the Board of Directors shall be held at such time and place by any means or method as the Board itself shall designate. Special meetings may be called by the President or any five members of the Board of Directors upon five (5) days' written notice or may be held at any time or place by any means or method without written notice by consent of ten (10) Directors. 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 9. Eight (8) members of the Board of Directors shall constitute a quorum at any meeting of Board. In the event the President determines circumstances or matters require prompt Board action and a personal 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.
- Section 10. The order of business, as far as practicable, shall be the same as that designated for the annual business meeting of the members.
- Section 11. Following the election of Directors, the new Board of Directors shall meet at the call of the retiring President to elect the Officers for the Association for the upcoming year and to transact any other business that may come before the meeting. No notice is required other than the public announcement immediately following the election of the Directors. The result of the election of Officers shall be given promptly to the membership.
- Section 12. A member of the Board of Directors may be removed from the Board of Directors by a two-thirds vote of the Board of Directors if said member is not in attendance for two (2) consecutive regular meetings of the Board of Directors. If a vacancy occurs on the Board of Directors as set forth in this paragraph, that position shall be filled as provided in Article IV, Section 4.

ARTICLE V

OFFICERS

- Section 1. A. The Officers of the Association shall be elected by the Board of Directors. There shall be a President, a President-Elect, two Vice-Presidents, a Secretary, and a Treasurer. No person shall be eligible to election to the same office for more than 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.
- B. The President-Elect shall assume the office of President upon the expiration of one term as President-Elect, and shall also serve as a member of the Board of Directors during his/her/their term as President. The President-Elect must be an Active Member or an appointed representative with voting privileges of an entity which is an Active Member or an Active Multi-ownership Member in good standing with the Association and must be a current member, or just completed a Board of Director term. The President-Elect shall be elected by the Board of Directors and shall serve as a member of the Board of Directors during his-their tenure as President-Elect.

C. The Vice Presidents shall be elected from among the Directors and shall continue to serve as Directors during their term as Vice Presidents.

D. The Secretary shall be elected from the Board of Directors and shall continue to serve as a Director during the remainder of the term as a Director. The Treasurer may be elected from the Board of Directors, in which event he or she shall continue to serve as a Director for the remainder of the term. A person who is otherwise eligible to hold office need not be a member of the Board of Directors to be elected and serve as Treasurer.

Section 2. Newly elected Officers shall take office immediately after their election, 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 3. In the event of a vacancy in any office, by reason of death, resignation, or inability to serve, the Executive Committee shall appoint a successor who shall serve until the next meeting of the Board of Directors and until his-their successor is qualified and elected by the Board.

ARTICLE VI

DUTIES OF OFFICERS

Section 1. The President shall be the Chief Executive Officer of the Association. He 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 or the Board of Directors. He shall execute all bonds, mortgages and other contracts of the corporation. He 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 his-their designate shall represent the Southern Cemetery, Cremation and Funeral Association at all member state association meetings and Southern Cemetery, Cremation and Funeral Association sponsored events and other relevant industry functions, at the expense of the Southern Cemetery, Cremation and Funeral Association.

Section 2. 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 his-their duties, the President-Elect, followed by the Vice-President, shall assume the office of the President for the un-expired term. The President who succeeded to office due to death, resignation, inability or incapacity of his-their predecessor may, at the option of the Board of Directors, be elected to serve a full term for the following year.

Section 3. 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. He shall give or cause to be given notice of all meetings of the Association and the Board of Directors. He shall keep in safe custody the seal of the Association and, when authorized by the Board of Directors, affix the same to any instrument requiring it and attest to it. He shall perform other duties as prescribed by the Board of Directors or the President, under whose supervision he serves.

Section 4. 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 Business Manager- Executive Director or his/her/their agent shall deposit all monies and other checks in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors. The Treasurer, through his-their agent, the Business Manager- Executive Director or the Administrative Assistant, 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 ~~Business Manager and/or the Administrative Assistant 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 5. The Board of Directors shall have the authority to employ an individual or a firm upon such compensation, terms and conditions as may be consistent with these Bylaws, to perform management and administrative services for the Association. For the purposes of these Bylaws such person or firm shall be referred to as the ~~Business Manager Executive Director~~; provided that the Board of Directors may cause such person or firm or an appropriate individual employed by such person or firm, to carry the designation of Executive Vice-President or another appropriate title, for the purpose of facilitating the performance of duties in behalf of the Association. The ~~Business Manager- Executive Director~~ shall conduct the business of the Association under the direction of the President, the Executive Committee, and the Board of Directors. The ~~Business Manager Executive Director~~ shall be subject to the call of the President, the Executive Committee, and/or the Board of Directors of the Association and is expected to prepare and present in a timely manner any requested books, records, statistics and data.

Section 6. The Association shall indemnify any current or former Director, Officer 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~~their position with, or duties performed for the Association. If in such suit or proceeding, however, the current or former Officer, Director or employee is adjudged liable for negligence or misconduct in performance of duty, there will be no indemnification. The Association shall also indemnify any Director, Officer 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 Bylaw, agreement, vote of the Directors, or otherwise.

ARTICLE VII

STANDING COMMITTEES

Section 1. Standing Committees of the Association shall consist of:

A. Executive Committee. The Executive Committee shall consist of the President, the President-Elect, the Immediate Past President, the Vice-Presidents, the Secretary, and the Treasurer. The ~~Business Manager Executive Director~~ shall be an ex officio member without voting privileges. The President shall be the Chairman, while the Secretary shall serve as the Secretary of the Executive Committee as well.

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, election of officers of the Association, filling of vacancies on the Board of Directors or an office, and the submission to the members of amendments to the Bylaws. 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 report shall be part of the official record of acts of the board of Directors.

B. 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~~, Code of Ethics, ~~and Consumer's Code~~; investigating complaints concerning member conduct which may bring the cemetery and funeral service ~~industries-profession~~ or this Association into disrepute and recommending to the Board of Directors appropriate disciplinary action; and conducting such inquiries into ~~industry~~-practices and conditions ~~of the profession~~ as may be requested by the President, Executive Committee, or the Board of Directors. The President shall appoint a Chairman from its members.

C. Finance Committee. The Finance Committee shall consist of the Treasurer, who shall act as Chairman, three Active Members or appointed representatives of Active Members or Active Multi-ownership Members by the President, and the ~~Business Manager~~ 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.

D. Legislative Committee. The Legislative Committee shall consist of a Chairman and four other Active ~~members~~ Members or appointed representatives of Active Members or Active Multi-ownership Members, all of whom are appointed by the President, and the ~~Business Manager~~ Executive Director who shall be ex officio member without a vote. The Chairman, the President, and the ~~Business Manager~~ Executive Director shall represent this committee during any joint ~~associations'~~ 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-professions~~ and involving this Association's members in this region; resist harmful legislation and encourage positive legislation; join with other ~~a~~ Associations, whether state, regional or national, in efforts to support and protect the cemetery and funeral service industries, financially and otherwise.

E. 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.

~~F.~~ F. 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 and submit its reports and recommendations pursuant to Article 3, Section 7 of these Bylaws.

G. Bylaws Committee: The Bylaws Committee shall consist of a Chairman and four other Active Members or appointed representatives of Active Members or Multi-Ownership Members, including the President of the Association and Executive Director, who shall be an ex officio member without a vote. This Committee shall maintain the sovereignty of these Bylaws and other related governance documents, reviewing them from time to time and at such interval as necessary, and answering inquiry regarding their composition in accordance to actions of the Association and/or its Members.

Section 2. 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.

Section 3. The President shall appoint the Chairman and may appoint the members of each committee unless otherwise provided herein. Each committee shall have authority to formulate its own procedures.

ARTICLE VIII

NOTICES

Except as otherwise required by law, whenever under the provisions of these Bylaws, notice is required to be given any Director, Officer or member of the Association, such notice may be given to such person, by telephone, telegraph, facsimile, electronic mail or mail addressed to such person at his-their address as the same appears on the records of the Association. When given by telegraph, facsimile, electronic mail or mail, it shall be deemed given at the time when the same shall thus be forwarded by telegraph, facsimile, electronic mail or mail.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Association shall be the same as the calendar year, ~~commencing with the calendar year 2002.~~

ARTICLE X

DISTRIBUTION OF ASSETS UPON 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 organizations selected by the Board of Directors, per Article IV Section 9; 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 XI

DUES

Section 1. The regular membership dues shall be set from time to time by the Board of Directors of the Association and shall be payable on ~~December-January 1~~ or member's anniversary of membership, or at such other time as the Board of Directors may determine.

Section 2. Should a member fail to pay his-their regular dues within six months after same becomes due, such member is automatically suspended from the membership until such dues are paid. The member shall be notified in writing by the Secretary-Executive Director of the Association thirty days prior to expiration of the six months period.

ARTICLE XII

AMENDMENTS

The Bylaws may be amended at any regular meeting of the Association upon due notice of such amendment given to the membership at least thirty days prior. Passage of the proposed amendment shall require approval of a majority of the members of the Association present and voting at such meeting.

The Bylaws may also be amended by a two-thirds vote of the entire membership of the Board of Directors then holding office at any regular or special meeting thereof, subject to the following conditions: Written notice of the proposed amendment shall be mailed or emailed to each Board member not less than thirty days in advance of such meeting. Notice of the adoption of any amendment by the Board shall be included in the notice of the next annual or special meeting of the membership.

The authority of the Board to amend the Bylaws shall not extend to the following provisions: (1) qualifications for voting or holding office under Article II, Section 3; (2) provisions for notice of membership meetings and quorum in Article III, Sections 3, 4 and 5, and for nomination and election of the Board in Article III, Sections 7 and 8; (3) the provisions of Article IV pertaining to the Board of Directors; and (4) the provisions of the Article XII pertaining to amendment.