

BYLAWS

COLORADO FUNERAL DIRECTORS & EMBALMERS ASSOCIATION

December 1994

Article 1. Name, Scope and Purpose

1.1 This Association shall be known as the Colorado Funeral Directors and Embalmers Association, Inc. here-in-after referred to as the "Association" or the "CFDA."

1.2 The geographic scope of this Association is all territory within the State of Colorado.

1.3 The purpose of this Association is to provide leadership in the identification and development of opportunities and the resolution of problems facing the funeral service industry and its practitioners in Colorado.

1.3.1 This Association shall seek harmony among all parties; advance professionalism at all levels; promote communications and the distribution of information among members; seek to improve public awareness of the importance and role of funeral service in society, and to preserve and promote laws and regulations that protect the public and improve conditions for its members.

Article 2. Membership

2.1 The Membership of this Association shall consist of the following categories:

2.1.1 ESTABLISHMENT Member: Any funeral service enterprise which exists for the purpose of providing funeral services to the general public within the state of Colorado, whether constituted as a sole proprietorship, partnership, corporation or other legal form of enterprise, upon application in writing and remittance of dues as prescribed by the Board, shall be considered an establishment member. Membership shall extend to all employees within establishment member firms. Representation shall be through designated delegates and alternates.

2.1.2 ALLIED Member: Any individual or enterprise providing services to or through those who provide funeral services to the public, whether constituted as a sole proprietorship, partnership, corporation or other legal form of enterprise, or providers of funeral service in areas outside of Colorado, upon application in writing and remittance of dues as prescribed by the Board, shall be considered an allied member. Membership shall extend to all employees within allied member firms. Representation shall be through representatives in proportion to membership dues as determined by the Board.

2.1.3 RETIRED Member: Any individual no longer associated with an active funeral service enterprise by virtue of retirement, upon application in writing and remittance of dues as prescribed by the Board, shall be considered a retired member.

2.1.4 HONORARY Member: Any person, by reason of his or her dedication to funeral service, whether connected with funeral service or with another endeavor, whose name is presented to the Board for the receipt of such award, having been accepted by the Board and subsequently accepted by vote of the membership for a specified period of membership, shall be designated an Honorary member. There shall be no dues assessment for the category of Honorary member.

2.2 Voting Rights: Only establishment members shall be entitled to vote and will do so through designated delegates.

2.2.1 Each establishment member firm, whether constituted as sole proprietor, partnership, corporation or other legal form of enterprise, shall be entitled to three (3) votes. Votes may be cast by one delegate or several delegates. Each firm must designate at least one delegate upon payment of dues and at any time prior to a duly called business meeting may designate its full entitlement of three delegates and two alternates who will receive Association mailings.

2.2.2 Multiple location firms may enroll up to four additional locations at a fee prescribed by the Board to which they will be entitled one additional vote per enrolled location for a maximum number of seven (7) votes by any firm. Each location thus enrolled will be authorized to designate one delegate and one alternate.

2.2.3 Voting may be by voice or hand unless a written ballot is called for by one or more voting members and approved by a majority of the voting members present. No member shall be permitted to vote by proxy.

2.3 Applications for Membership: Applications for membership shall be submitted to the Association in writing, stating the name, mailing address, telephone number and other relevant information, signed by the applicant and accompanied by one year's dues.

2.4 Change of Ownership: Written notification must be submitted to the Association following any change in ownership of any category of membership. Such notification shall constitute an application for membership by the new owner(s) and shall be handled as such except that if the current dues have been paid by the previous owners no further dues will be collected for that year.

Article 3. Membership Dues

3.1 The dues for all categories of membership shall be established by the Board on an annual basis.

3.2 Dues shall cover the calendar year, from January 1 through

December 31, and shall become delinquent on March 15. Members joining the Association during the year will be assessed dues as though they were members for the full year.

3.3 Any member not forwarding the prescribed dues to the Association by the delinquency date shall be dropped from membership and lose all privileges including but not limited to the right to refer to such membership.

3.4 Members may re-instate their membership by filing in writing an application for re-instatement to the Association and by paying a full year's dues for the current year of their re-instatement.

Article 4. Membership Meetings

4.1 There shall be an annual meeting of the Association for the transaction of necessary business and for the educational benefit of members. The time and place of the annual meeting shall be determined by the Board.

4.2 Special meetings may be called at such time and place as deemed advisable by the President or any four (4) members of the Board upon written request to the President stating the purpose of the meeting.

4.3 All members, regardless of voting rights, shall have reasonable access to speak on the floor of any membership meeting.

4.4 All members shall be notified by way of the designated delegates or representatives of the day, time and place of all regular or special meetings through the official publication of the Association, or by written or printed notice, providing that notification is no less than ten (10) days prior to the date of the meeting.

4.5 A Sergeant-at-Arms shall be appointed prior to the opening of each regular or special meeting of the Association by the presiding officer of that meeting. It shall be the duty of the Sergeant-at-Arms to verify credentials of those in attendance when so ordered by the presiding officer.

4.6 The most recent edition of Robert's Rules of Order shall govern all deliberations of this Association, its Board and its committees in all cases to which they are applicable, and in which they are consistent with the Bylaws of this Association.

Article 5. Quorum

5.1 Attendance by the delegates of 10 percent of the establishment member firms based upon a count of member firms at the end of the prior fiscal year shall constitute a quorum for the transaction of business of this Association.

Article 6. Officers, Terms and Duties

6.1 All officers or directors, prior to being elected or appointed,

must have been associated with or an employee of an establishment member firm for at least 12 months prior to such election. An individual may carry such membership tenure from one establishment member firm to another.

6.2 The officers of this Association shall consist of the President, President Elect, Vice President, Secretary-Treasurer, and Immediate Past President. These officers will constitute the Executive Committee.

6.3 Each officer, except the President and Immediate Past President, shall be elected each year at the Annual Convention by the membership to serve for one (1) year or until his or her successor is elected and installed. Unless completing an unexpired term, the officers may not succeed themselves. The President-elect shall, after completing his or her term, automatically succeed to the office of President.

6.4 Duties of Officers:

6.4.1 The President shall preside at all meetings of the Association, the Board and the Executive Committee and shall be an ex-officio member of all committees.

6.4.2 The President Elect shall assist the President in the performance of his or her duties; preside at all meetings in the absence of the President; appoint, with the consent of the Board, committees and their members that will serve during the President Elect's term as President; serve as Board liaison member of the Legislative, Bylaws and Disaster Committees, and, in the event the office of President becomes vacant, to become President of the Association and perform all duties of the President.

6.4.3 The Vice President shall serve as Board liaison member of the Education and Convention Committees and, in the event the office of President Elect becomes vacant, to become President Elect of the Association and perform all duties of that position.

6.4.4 The Secretary-Treasurer shall be responsible for keeping an accurate account of the minutes of the proceedings of the Association and the Board; for overseeing the disposition of all monies, securities, deeds; conducting an annual internal audit of the financial records of the Association; giving at least a quarterly report of the financial condition of the Association to the Board and an annual report to the membership of the Association, and serving as Board liaison member on the Budget and Finance Committee. In the event that the office of Vice President becomes vacant, the Secretary-Treasurer will perform all duties of that position.

6.4.5 The Immediate Past President shall provide advice and counsel to the Board.

6.4.6 Each officer shall be a voting member of the Board.

Article 7. Board of Directors

7.1 The Board shall be made up of the President, President Elect, Vice President, Secretary-Treasurer, Immediate Past President and six (6) Directors at large.

7.2 Directors shall be elected for a two year term with three terms expiring each year. Each District shall be asked to submit the name of a nominee for director as vacancies occur and the Nominating Committee shall give consideration to the maintenance of geographic balance on the Board.

7.3 The Board shall be responsible for the governance of this Association between the meetings of the membership. The Board shall faithfully execute the Bylaws and any authorized directives of the membership, and shall have and exercise all executive authority on behalf of the Association except when otherwise provided by the Bylaws.

7.4 Board Meetings:

7.4.1 The Board shall hold such meetings as deemed necessary for the proper administration of the Association and at such time and place as designated by the President or any four members of the Board. All members of the Board shall be notified of all meetings and the general purpose of the meetings either by mail or by direct communication at least ten (10) days prior.

7.4.2 The Board is empowered to conduct its business by correspondence, telephone, or other appropriate forms of communication, as an alternative to face-to-face meetings, unless objected to by four (4) of those members serving on the Board.

7.4.3 Four (4) members of the Board present at any regular or special meeting of the Board shall constitute a quorum for the transaction of business by the Board.

7.5 The Colorado representative to the Policy Board of the National Funeral Director's Association (NFDA) shall be the conduit for information to the CFDA Board and shall serve as the Association liaison to the NFDA.

7.6 In case of a vacancy in either elected or appointed offices, the Board shall fill those vacancies from the membership within thirty (30) days of notification or knowledge of the vacancy. The appointment to fill vacancies will be only for the unexpired term of that office.

7.7 The Board is empowered to employ an Association manager or management firm to administer the day to day activities of the Association and to carry out any other duties as assigned by the President with approval of the Board. The Association manager's employment shall be contractual with all terms of said contract being approved by the Board.

Article 8. Committees

8.1 Standing Committees shall be Budget and Finance,

Convention, Disaster, Education, Executive, Legislative and Nominations.

8.2 Additional Committees and Task Forces may be established as determined by the Board.

8.3 Duties of the Standing Committees:

8.3.1 The Budget and Finance Committee shall assist the Board in establishing an annual budget for the operation of the Association and shall be responsible for an internal audit before the Annual Meeting each year.

8.3.2 The Convention Committee shall consult with and make recommendations to the Board on the site, arrangements and planning of the Annual Convention.

8.3.3 The Disaster Committee shall be responsible for coordinating mortuary activities in the event of a disaster in Colorado. This committee will work with the President and the Board to present training programs. This committee is also charged with the responsibility of having a Disaster Mortuary Team (DMort Team) available to respond, upon the request of any coroner or other responsible agency, to the scene of a disaster and work with these agencies as a support group to handle all areas that are requested by these agencies.

8.3.4 The Education Committee shall be responsible for identifying subject matter and speakers and conducting education programs throughout the year.

8.3.5 The Executive Committee shall execute the business of the Association between meetings of the Board, when necessary, and shall report all actions at the next regular meeting of the Board for ratification.

8.3.6 The Legislative Committee shall be responsible for keeping abreast of legislation that might have an impact upon the funeral service industry and keeping the membership informed of that legislation. The Legislative Committee shall make recommendations concerning statutory changes that might be needed.

8.3.7 The Nominations Committee shall consist of the Immediate Past President and one representative from each district. This committee shall seek candidates for Board and Officer positions and shall make recommendations to the Board for a slate of Officers and Board members to be voted upon by the membership.

Article 9. Districts

9.1 The Association shall recognize five (5) districts described as follows:

9.1.1 Denver Metropolitan District shall be made up of those members in the greater Denver metropolitan area including

Adams, Arapahoe, Boulder, Denver, Douglas and Jefferson Counties.

9.1.2 North District shall be made up of those members in the area north of the Denver Metropolitan District extending to the Wyoming border, west to the Continental Divide and east to a line midway between Greeley and Fort Morgan.

9.1.3 Northeast District shall be made up of those members in the area beginning midway between Greeley and Fort Morgan on the west to the Nebraska border on the east and the north and to Interstate Highway 70 on the south.

9.1.4 South District shall be made up of those members in the area south of the Denver Metropolitan District and Interstate Highway 70 and extending south to the New Mexico border, east to the Kansas border and west to the Continental Divide.

9.1.5 Western District shall be made up of those members in the entire western slope region west of the Continental Divide to the Utah border, north to Wyoming and south to New Mexico.

9.2 The Districts are empowered to elect their own leadership, adopt such rules and regulations and set due structures as they desire as long as they are consistent with the Bylaws of the Association. Each District shall forward to the Association a copy of any rules, regulations and dues structure that may be adopted.

9.3 The Districts may not speak on behalf of the Association, set policy for the Association, sign contracts in the name of the Association, create debts on behalf of the Association, or encumber the Association in any way.

Article 10. Resolutions

10.1 All resolutions and amendments to resolutions shall be submitted to the Association in written form only.

10.2 Resolutions may be presented to the Board at any time.

10.3 Resolutions for presentation to the Membership shall be submitted no less than 30 days prior to the meeting of the Membership.

10.4 Resolutions to amend the ByLaws of this Association may not be placed before the Membership unless: a) such resolution was submitted in written form to the Secretary in care of the Association headquarters at least sixty (60) days prior to the meeting at which it is to be considered, and b) the Secretary disseminated a copy of the resolution by written notice or publication of general circulation among the Membership at least thirty (30) days prior to the meeting at which it is to be considered.

Article 11. Treatment of Violations

11.1 The Board shall have the power to expel from membership any member of the Association who commits or allows its

employees or associates to commit acts which are illegal under state or federal laws, or are in violation of this Association's Code of Ethics, after a formal hearing to review accusations and evidence and after a 14 day period to review the proceedings of said hearing, upon a vote of two thirds (2/3) of the Board.

Article 12. Non-Discrimination, Federal/State Compliance, Harassment and Other Policies

12.1 This Association shall not discriminate against any person on the basis of age, race, color, religion, sex, national origin, or disability.

12.2 The members of this Association are business competitors. Any action or agreement between business competitors which may eliminate, restrict or govern competition among members or their colleagues could be a violation of anti-trust laws. Those violating anti-trust laws are subject to severe criminal and civil penalties. This means there must not be discussion between competitors at Association meetings on competitive practices such as current or future prices or charges; discounts; terms of service; profit levels; credit terms; or refusal to deal with a particular product, service or equipment vendor. This does not preclude educational sessions and formal business presentations on these subjects, provided such programming is conducted in strict accordance with State and Federal Anti-Trust Regulations.

12.3 Harassment is contrary to the basic standards of conduct between individuals and sexual harassment is prohibited by federal law. Therefore, it constitutes a violation of Association policy for any member, employee or agent to engage in any of the acts or behavior defined as harassment.

Article 13 Amendments

13.1 These Bylaws may be amended by two thirds (2/3) majority vote of the establishment members attending any annual meeting or any special meeting called for the purpose of amending the Bylaws provided, however, that the prior notice by official publication or by written notice be sent by mail to all delegates of establishment member firms at least thirty (30) days prior to the date of the meeting. Such notice shall contain the proposed amendment(s) to these Bylaws.

Article 14. Implementation

14.1 These Bylaws shall take effect immediately upon passage and shall remain in force and effective until repealed or amended.

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