

2018 PROPOSED BYLAWS OF THE
COLORADO FUNERAL DIRECTORS ASSOCIATION

ARTICLE 1. PURPOSE

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."

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

The purpose of the Colorado Funeral Directors Association is to advance and protect the practice of funeral service, including funeral directing, embalming, cremation, preneed counseling, cemetery services, and other related final disposition services, through advocacy, education, and business resources.

CFDA will act and respond to the demands of a changing society by educating and training funeral service professionals to perform their appropriate responsibilities during times of dying, death and bereavement with the highest principles and dignity.

CFDA will seek to improve public awareness of the importance and role of funeral service in society, and will assist in the development, enactment and enforcement of legislation for the protection of its members and the general public.

ARTICLE 2. MEMBERSHIP

SECTION 1 - ELIGIBILITY AND CATEGORIES.

PROFESSIONAL Member – Voting

Any person lawfully engaged in the practice of funeral directing, embalming, cremation, preneed counseling, providing cemetery services, or providing other related final disposition services directly to the general public or other funeral service businesses within the State of Colorado, and is of good moral character, is eligible for full membership. A Professional member shall be entitled to all rights and privileges of membership in the Association, including one (1) vote on issues before the membership, the right to receive correspondence from the Association, and the right to attend programs and events sponsored by the Association at member rates.

INTERN Member – Non-Voting

Any person lawfully engaged in supervised training in funeral directing, embalming, cremation, final disposition, preneed counseling, cemetery services, or other related final disposition services within the State of Colorado, and is of good moral character, is eligible for membership. Intern members shall not be entitled to hold office and shall not be entitled to vote in any election or issues before the membership. Intern members shall have the right to receive correspondence and attend sponsored programs and events at member rates. The period of supervised internship must be qualified by a Professional Member and Intern membership is limited to no more than two (2) years.

STUDENT Member – Non-Voting

A person who is presently enrolled on a full or part-time basis in a college or curriculum of mortuary science accredited by the American Board of Funeral Service Education during the period in which they are so enrolled, and is of good moral character, is eligible for membership. Student Members shall not be entitled to hold office and shall not be entitled to vote in any election or issues before the membership. Student Members shall have the right to receive correspondence and attend sponsored programs and events at member rates. Student membership is limited to no more than four (4) years.

RETIRED Member – Non-Voting

Any individual who is at least 65 years of age and is no longer associated with an active funeral service enterprise in the State of Colorado, and is of good moral character, is eligible for membership as a Retired Member. Retired Members shall not be entitled to vote in any election or issues before the membership. Retired Members shall have the right to receive correspondence and attend sponsored programs and events at member rates.

LOCATION Member – Non-Voting

An enterprise within the State of Colorado which exists for the purpose of providing funeral directing, embalming, cremation, preneed counseling or sales, cemetery services, or other final disposition services directly to the general public, whether constituted as a sole proprietorship, partnership, corporation or other legal form of enterprise. Location membership applies to a single establishment, branch, or business entity at the physical location. Each Location Member must employ and delegate one (1) person who qualifies to join as a Professional Member and who will serve as its delegate for voting in elections or issues before the membership. The Location Member may designate in writing another Professional Member as alternate delegate for voting purposes.

ALLIED Member – Non-Voting

An enterprise or individual who is a vendor, supplier or service provider for businesses that provide funeral directing, embalming, cremation, final disposition, preneed counseling, or cemetery services in the State of Colorado, is eligible for Allied membership. Allied members shall not be entitled to hold office and shall not be entitled to participate in any business or vote in any election of this Association. Allied members shall have the right to receive correspondence and attend sponsored programs and events at member rates.

ADVOCATE – Non-Voting

An individual who does not reside in or practice funeral directing, embalming, cremation, final disposition or cemetery services within the State of Colorado, and who does not qualify for any other category of membership, and is of good moral character, is eligible for Advocate status. An Advocate shall not be entitled to hold office and shall not be entitled to participate in any business or vote in any election of this Association. Advocates shall have the right to receive correspondence and attend sponsored programs and events at member rates.

HONORARY Member – Non-Voting

Any person, whether connected with funeral service or with another endeavor, by reason of his/her dedication to funeral service, 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. Honorary Members shall not be entitled to hold office and shall not be entitled to vote in any election or issues before the membership. Honorary Members shall have the right to receive correspondence and attend sponsored programs and events at member rates.

SECTION 2 – ELECTION TO MEMBERSHIP: Any individual or enterprise seeking membership will submit application supported by documentation and information as stipulated by the Board. Membership applications are subject to approval by the Board of Directors. Transition to Retired Membership will be considered by the Board, upon request of a Member who may qualify for such status.

SECTION 3 - MEMBERSHIP DUES: Dues for all categories of membership shall be approved by the Board. The

Board may also impose assessments and other mandated fees. All rights and privileges of membership will be forfeited by non-payment of mandated dues and fees in a timely fashion. Membership is not transferable or assignable.

SECTION 4 - CHANGE OF MEMBERSHIP: Written notification must be submitted to the Association following a change in employment for any Professional, Intern, Student or Retired member. Written notification must be submitted to the Association following a change of ownership, address or delegate of a Location member. In the event of a change of ownership by a Location Member, written 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.

SECTION 5 - GOOD STANDING: A member in good standing includes any person who has fulfilled the requirements for membership in the association, and who neither has voluntarily withdrawn from membership nor has been expelled or suspended from membership after appropriate proceedings consistent with lawful provisions of the bylaws of the association.

ARTICLE 3 – BOARD OF DIRECTORS

SECTION 1 – BOARD ROLE, SIZE, AND COMPOSITION: The Board of Directors shall be responsible for overall policy, governance and direction of the association. The Board shall have and exercise all executive authority on behalf of the association except when otherwise provided by the Bylaws. The Board shall have up to eleven (11) but not fewer than seven (7) members. The Board receives no compensation other than reasonable expenses.

SECTION 2 - TERMS: All Board members shall serve two-year terms, but are eligible for re-election for up to two consecutive terms. Terms are to be staggered, when practicable, in such manner that the terms of no more than one-half of the Board members expire each year.

SECTION 3 – MEETINGS: The Board shall meet at least twice annually at such times and places as determined by the Board. A Board member shall be permitted to participate in all meetings of the Board by, or conduct through, use of any means of communication (including telephonic) by which all Board members participating may simultaneously hear each other during the meeting. A Board member participating in a meeting by this means is deemed to be present in person at the meeting.

SECTION 4 – QUORUM: A quorum must be attended by least forty percent (40%) of Board members for business transactions to take place and motions to pass.

SECTION 5 – ELECTION PROCEDURES: A Nominating Committee shall be responsible for nominating a slate of prospective board members representing the association’s diverse constituency. In addition, any member can nominate a candidate to the slate of nominees. The committee will present the slate to the Board for approval, after which it will be sent to the membership no less than thirty (30) days before the annual meeting. The offices of Vice-President and Secretary-Treasurer are elected by the Board.

SECTION 7 – OFFICERS AND DUTIES: There shall be four officers of the Board, consisting of a President, Vice President, Secretary/Treasurer, and Immediate Past President. Their duties are as follows:

PRESIDENT: The President is the chief elected officer of the CFDA and shall preside over all meetings of the

Board, membership, and Executive Committee. The President shall perform all duties normally incident to the office of President and such other duties as may be prescribed by the Board of Directors and shall assume the office of Immediate Past President upon the completion of his/her term. The President shall be an ex-officio member of all committees.

VICE PRESIDENT: Vice President is an officer who, in the absence of the President or in the event of the President's inability or refusal to act, shall perform the duties of the President and, when so acting, have the powers of, and be subject to the restrictions upon, the President. The Vice President shall perform such duties as may be prescribed by the Board of Directors or the President, and shall assume the office of President upon the completion of the term of his/her predecessor.

SECRETARY-TREASURER: The office of Secretary-Treasurer shall assure that minutes are prepared and maintained for all meetings of the Board and the Members, assure that appropriate notice is given for all meetings of the Board and Members, and perform such other duties as may be prescribed by the Board or by the President. He/she shall assure that accurate accounts of the receipts and disbursements of the CFDA are maintained, cause financial reports to be provided to the Board, and perform such other duties as may be prescribed by the Board or the President.

IMMEDIATE PAST-PRESIDENT: The office of Immediate Past President shall provide advice and counsel to the Board. The Immediate Past President will serve as chair of the Nominating Committee.

SECTION 8 – NFDA POLICY BOARD REPRESENTATIVE: The association shall be represented on the Policy Board of the National Funeral Directors Association in the manner provided in the currently applicable affiliation agreement. The Policy Board Representative shall be appointed by the CFDA Board from among its eligible members and will serve as an ex-officio non-voting member of the Board.

SECTION 9 – REMOVAL OF OFFICERS AND DIRECTORS

Any officer or director may be removed from office at any time by affirmative vote of two-thirds of all voting Board members then in office at any regular or special meeting called for that purpose for nonfeasance, malfeasance, conduct detrimental to the interests of the association, or refusal to render reasonable assistance in carrying out the association's purposes. Any director proposed to be removed shall be entitled to at least ten (10) days notice in writing of the meeting of the Board at which such removal is to be voted upon, and shall be entitled to appear before and be heard by the Board at such meeting.

SECTION 10 – VACANCY: When a vacancy on the Board exists mid-term, the Board may appoint an eligible member to serve for the remainder of that term. Officers shall serve until their successors are elected and qualified, generally for one year; such service shall not affect the member's eligibility to serve for the succeeding year as well.

ARTICLE 4 - ADMINISTRATION AND STAFF

SECTION 1 - EXECUTIVE DIRECTOR/ASSOCIATION MANAGER: The Board is empowered to appoint an Executive Director and/or association manager as an agent to administer the day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The roles, duties, compensation and terms of the Executive Director and/or association manager shall be defined in contract and approved by the Board. The Executive Director and/or association manager will be an ex-officio, non-voting member of the board and all

committees of this organization, with the exception of such committees that may be appointed by the Board to review his/her performance. He/she may also be excused from executive sessions of the Executive Committee or the Board by majority vote of either unit. The Executive Director and/or association manager may be terminated for cause as outlined in his/her contractual agreement.

ARTICLE 5 – COMMITTEES

Section 1 – Committee formation: The Board may create committees, task forces and special interest groups as needed. The President appoints the chair(s) for all such committees.

Section 2 – Executive Committee: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all powers and authority of the Board in the interval between regular and special meetings of the Board, and is subject to the direction and control of the full Board. The majority of the officers in office at the time of the meeting, at least one of which shall be the President or Vice President, shall constitute a quorum for the transaction of business at any meeting. Members of the Executive Committee participate and vote under the same requirements stipulated for Board meetings.

Section 3 – Governance: Committees, task forces, and special interest groups will not have the power to expend funds or enact policy for the organization, except as directed and approved by the Board.

ARTICLE 6 - MEETINGS, VOTING AND QUORUM

SECTION 1 – MEMBERSHIP MEETINGS: The annual meeting or special meetings of membership at-large shall be held at a time and place determined by the Board of Directors, unless there are conditions, as determined by the Board, such as war, natural disaster, or financial exigency, which make the holding of such meeting impractical. Cancellation or postponement of annual meetings will not extend the terms of Board members or officers.

Any member in good standing shall be permitted to participate in any and all meetings of the membership at-large by, or conduct through, use of any means of communication (including telephonic) by which all members participating may simultaneously hear each other during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting.

Each Professional Member in good standing is entitled to one (1) vote on each matter submitted to a vote at a meeting of the membership at-large. No member shall be permitted to vote by proxy.

Electronic voting may be used in conjunction with any and all meetings of the membership at-large. The deadline for receipt of electronic votes with respect to any such vote shall be no sooner than two (2) weeks from the date of the meeting, as announced prior to adjournment of such meeting. Election results will be determined by plurality of votes by ballot and the results of the election will be ratified by the Secretary-Treasurer before being announced.

Twenty (20) eligible voting members present in person, at least four (4) of whom shall be Board members, shall constitute a quorum for the transaction of business.

SECTION 2 – SPECIAL MEETINGS: Special meetings of the membership at-large shall be held at the call of the President or by a number of the members which in the aggregate represent at least ten percent (10%) or more of the membership at-large by a written demand signed, dated and delivered to the Secretary/Treasurer. Such meetings will

be held at a time and place determined by the Board. Written notice stating the purpose(s), place, day and hour of the special meeting shall be sent to each Member not less than thirty (30) days before the date of such meeting.

SECTION 3 – PARLIAMENTARY PROCEDURE: The Standard Code of Parliamentary Procedures 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 8 – STANDARDS OF CONDUCT

SECTION 1 – CONDUCT: All members must sign a pledge to adhere to the CFDA’s Code of Ethics and Professional Conduct.

SECTION 2 – VIOLATIONS: The following acts shall constitute violations of organizational standards of conduct:

- 1) Misrepresenting membership qualifications.
- 2) Persistent verbal, written, electronic or physical conduct of an offensive nature that disrupts the organization’s ability to operate or function.
- 3) Misuse or unauthorized use of property and/or records.
- 4) Serious professional misconduct, criminal activities, or flagrant examples of moral turpitude.

ARTICLE 9 – TERMINATION OF MEMBERSHIP

SECTION 1 – RESIGNATION:: Any member may resign by filing a written resignation with the secretary. The member shall not be entitled to receive any refund, pro rata or otherwise, and resignation shall not relieve the member from any payment obligations incurred or commitments made prior to resignation.

SECTION 2 – EXPULSION, TERMINATION OR SUSPENSION: The membership of any member may be terminated “for cause” upon the affirmative vote of two-thirds (2/3) members of the Board after a hearing held in accordance with this section. “For cause” shall mean the Member has materially breached the membership agreement, bylaws, standards of conduct, and/or other related CFDA agreements or policies, and has not cured such breach within thirty (30) days of receipt of written notice from the association.

SECTION 3 – HEARING: A Member accused of violating the membership agreement, bylaws, standards of conduct, and/or other related CFDA agreements or policies shall be notified in writing at least ten (10) days prior to a meeting of the Board called to consider the alleged violation. Such notice shall include: 1) the date, time and place of the meeting of the Board or a committee formed by the Board to investigate and/or discipline such violations; 2) a statement of the available facts concerning the allegation; 3) a detailed description of the alleged violation, and 4) a plan to provide the accused an opportunity to respond in writing, or in person. The accused may choose to be represented by a person of his/her choosing at the meeting, including legal counsel. The Board, or committee appointed for such purpose, will meet in executive session (unless the Member concerned requests an open session), to consider the facts and render a decision. This meeting may be held in person, by telephone or electronic means as long as all persons participating in the meeting can hear each other at the same time.

By such procedure as the Board may prescribe, the Board may expel, suspend, or impose lesser sanctions on a member after such hearing. The President shall notify the Member in writing of the decision of the Board within five (5) days following the meeting. Such notice will be deemed to have been delivered by certificate of mailing.

A member who is terminated, suspended or sanctions may apply to the Board for reinstatement no sooner than one

year after the date of the notification and not more than once per year if denied. The Board may require such restitution as in its wisdom will amend the office for which the member was terminated.

ARTICLE 10. NON-DISCRIMINATION

The Association shall not discriminate against any person or group of persons on the basis of race, ethnicity, culture, language, national origin, age, disability, gender, sexual orientation, gender expression, education, religion, faith, socio-economic status or lived experience.

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 11. ANTI-TRUST

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.

ARTICLE 11 – MISCELLANEOUS

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

SECTION 2 – AFFILIATION: The CFDA will maintain affiliation as a state association member of the National Funeral Directors Association.

SECTION 3 – ELECTRONIC TRANSMISSIONS: Electronic means or transmission includes any process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval, and reproduction of information by the recipient. Notice by electronic transmission is written notice. Notices and written consents may be given by electronic transmission. Each written consent given by electronic transmission shall contain an electronic signature of the person giving such written consent.

SECTION 4 – INDEMNIFICATION: The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, employee or agent of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he/she may become involved by reason of his/her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he/she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at

that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, directors, employees or agents. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, employee or agent under this Article shall apply to such officer, director, employee or agent with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE 12. RESOLUTIONS

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

Resolutions may be presented to the Board at any time.

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

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 13. AMENDMENTS

Amendments to these Bylaws may be adopted by either of two procedures: (1) by vote of two-thirds of the members present at any annual or special meeting called for the purpose of amending the Bylaws; or (2) by a majority vote of the members responding to a mail or electronic ballot, providing that each proposed amendment has been first presented, mailed or electronically sent to the most recent address of each member, or published on the association's website at least sixty (60) days prior to the final vote.

Any resolution to dissolve the Association must come from the Board and be presented to the Membership for action at any regular or special meeting of the membership. Any dissolution must be done in accordance with the provisions of the Colorado laws and pertinent regulations in effect at the time of dissolution.

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

These Restated Bylaws for the Colorado Funeral Directors Association supercede all prior Bylaws for the Colorado Funeral Directors Association and any amendments thereto, and were duly approved and adopted by the Board and members of the association on *[date]*.