

# PROPOSED BYLAWS AMENDMENTS for Membership Approval

## Colorado Funeral Directors Association

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The UNDERLINED type denotes amendments to the document.  
The RED type reflects changes to the original content.

### 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~~ 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.

~~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~~

#### 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 certified 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 not more than four (4) years.

LOCATION Member – Non-Voting: A business 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.

~~:- 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 – Non-Voting: Any individual who is at least 65 years of age and is no longer associated as a Professional Member with 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.

~~Any individual who is at least 65 years of age and 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 – 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.

~~:- 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.~~

SECTION 2 – ELECTION TO MEMBERSHIP: Any individual or enterprise seeking membership will submit an 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 Professional 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 members shall not receive compensation other than reimbursement of documented 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 voting 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. If the Policy Board Representative is elected or appointed as an officer or director of the Board, he/she is eligible to remain a voting Board member.

#### 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 Board member 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 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 1. 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. 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 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 three (3) 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 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. 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.~~

~~6.1.1 In the event of a change in employment by an officer or director, the individual must notify the association in writing within 14 days after their employment termination date. The officer or director may continue to serve for a period of no more than 90 days after termination of employment and must be employed by an Establishment Member by the end of that 90-day period to continue serving as an officer or director.~~

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

~~6.3 Each officer, except the Secretary-Treasurer, shall be elected at the annual meeting by the membership to serve for one (1) year or until his or her successor is elected and installed.~~

~~6.3.1 The Secretary-Treasurer shall be elected at the annual meeting by the membership to serve for two (2) years or until his or her successor is elected and installed. Unless completing an unexpired term, the officers may not succeed themselves.~~

~~6.3.2 The Vice President 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 Vice President 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 Vice President's term as President; and serve as Board liaison member of the Legislative and Professional Development Committees. In the event the office of President becomes vacant, the Vice President will become President of the Association and perform all duties of the President.~~

~~6.4.3 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 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 Operations Committee. In the event that the office of Vice President becomes vacant, the Secretary-Treasurer will perform all duties of that position.~~

~~6.4.4 The Immediate Past President shall provide advice and counsel to the Board. The Immediate Past President will serve as chair of the Nominating Committee.~~

~~6.4.5 Each officer shall be a voting member of the Board.~~

ARTICLE 6. MEETINGS, VOTING AND QUORUM

SECTION 1 – MEMBERSHIP MEETINGS: The annual meeting or special meetings of membership 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 attend any and all meetings of the membership by, or conduct through, use of any means of communication (including telephonic) by which all voting members participating may simultaneously hear each other during the meeting. A voting 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. No member shall be permitted to vote by proxy.

Electronic voting may be used in conjunction with any and all meetings of the membership. 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 confirmed 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 voting 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 7. Board of Directors~~

~~7.1 The Board shall be made up of the President, Vice President, Secretary-Treasurer, Immediate Past President and three (3) Directors at large.~~

~~7.2 Directors shall be elected for a two year term with two terms expiring each year. 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 three 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 Directors Association (NFDA) shall be the conduit for information to the CFDA Board and shall serve as the Association liaison to the NFDA. The representative must be employed by an Establishment Member.~~

~~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 7. 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:

Misrepresenting membership qualifications.

Persistent verbal, written, electronic or physical conduct of an offensive nature that disrupts the organization's ability to operate or function.

Misuse or unauthorized use of property and/or records.

Serious professional misconduct, criminal activities, or flagrant examples of moral turpitude.

### ~~Article 8. Committees~~

~~8.1 Standing Committees shall be Operations, Professional Development, Executive, Legislative and Nominating.~~

~~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 Operations Committee shall assist the Board with inquiry and research for association services, establishing an annual budget for the Association, and shall be responsible for an internal audit.~~

~~8.3.2 The Professional Development Committee shall consult with and make recommendations to the Board on the site, arrangements and planning of the Annual Convention, and is responsible for identifying subject matter, speakers and conducting education programs throughout the year.~~

~~8.3.3 The Education Committee shall be responsible for identifying subject matter and speakers and conducting education programs throughout the year.~~

~~8.3.4 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.~~

~~8.3.5 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.~~

~~8.3.6 The Nominating Committee shall consist of the Immediate Past President and three representatives from Establishment Member firms. 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 8. 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. 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 sanctioned 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 9. – Districts

~~9.1 The Association shall recognize four (4) 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 Northeast District shall be made up of those members in the area north of the Denver Metropolitan District extending to the Wyoming, Nebraska and Kansas borders, west to the Continental Divide, and to Interstate Highway 70 on the south.~~

~~9.1.3 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.~~

~~9.1.4 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 9. 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.

Any form of 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 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 10. 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. 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 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 may, 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.

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.

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 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 12. RESOLUTIONS

All resolutions and amendments to resolutions shall be submitted by a voting member to the Association in written form only.

Resolutions may be presented to the Board at any time and must approve all resolutions to be presented to the membership.

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 14. Implementation

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

#### 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 supersede 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].

~~These bylaws were amended by a vote of members as of December 5, 2014.~~

APPROVAL PENDING