

CONSTITUTION AND BY-LAWS GEORGIA FUNERAL DIRECTORS ASSOCIATION, INC.

Amended and Adopted – June 2009

Article I

Name, Office and Object

- Section 1. This Association shall be known as the Georgia Funeral Directors Association, Inc., a professional association organized and operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code and under Section 501(c)(6) of the Internal Revenue Code.
- Section 2. The address of the principal office of this Association is P.O. Box 1865, Roswell, Georgia 30077-1865.
- Section 3. The object of this Association is to raise and protect the standards of this profession; to foster and secure harmony in business between the profession and the public, and between members; to disseminate correct principles of business management and merchandising; to foster and protect the interests of funeral directors and embalmers in professional practice; to ascertain and protect the interests of the public in relation to those services offered by the funeral service profession; to enlighten and direct public opinion in relation to the advantages of enforcing proper, just and uniform laws on funeral directing and embalming in the State of Georgia; to foster and maintain among the members the high ideals of public service; and to cultivate a more friendly spirit socially between the members.

Article II

Membership

- Section 1. The Association shall have members, including the classification of Firm, Associate, Individual, Affiliate, Student, Retired and Honorary. The membership year shall be the calendar year and run from January 1 through December 31.
- Section 2. Any applicant belonging to one of the following classifications may apply for membership. Upon recommendation by the Membership Committee, applicants (except for applicants for Honorary Membership) may be approved by a majority vote of the Executive Committee members. Except as otherwise provided herein, following such approval and the payment of annual dues, such applicant shall become a member of the Association.
- (1) **Firm Members:** Any funeral establishment holding a current license issued from a state licensing agency is eligible for Firm Membership in this Association. Firm Members shall have voting privileges in the Association, by either open or secret ballot, but no Firm Member shall be entitled to vote by proxy.
- All votes made by a Firm Member shall be cast by the Associate Member who has been designated by the Firm Member as its authorized representative. Each Firm Member is entitled to one vote on matters coming before the membership. Each person on record as the firm's representative shall hold a current funeral director's license.
- (2) **Associate Members:** All funeral directors and embalmers who are duly licensed under the laws of the State of Georgia and who own or are employed by a Firm Member shall be recognized as an Associate Member and shall be entitled to receive those benefits which the Association makes available to such Associate Members. Associate Members shall not be

entitled to vote, but may speak on the floor of the annual conference. Associate members may hold office and serve on committees. If an Associate Member no longer owns or is no longer employed by a Firm Member, the individual's Association Membership shall immediately terminate.

(3) **Individual Members:** Any funeral director or embalmer who is duly licensed and neither owns nor is employed by a licensed funeral establishment shall be eligible for Individual Membership in this Association. Individual Members shall not be entitled to vote or hold office, but may speak on the floor of the Annual Conference. Only Individual Members whose dues are in good standing will be eligible to attend District Meeting and the Annual Conference of this Association.

(4) **Affiliate Members:** Any funeral supply salespersons, manufacturers, representatives, or allied industry representatives cooperating with the funeral service profession in Georgia shall be eligible for Affiliate Membership in this Association. Affiliate Members shall not be entitled to vote or hold office, but may speak on the floor of the Annual Conference. Only Affiliate Members whose dues are in good standing will be eligible to attend District Meetings and the Annual Conference of this Association.

(5) **Student Members:** Any mortuary school student or apprentice registered with the State of Georgia shall be eligible for Student Membership in this Association. Student Members shall not be entitled to vote or hold office, but may speak on the floor of the Annual Conference. Student Member privileges shall terminate upon such student's completion of the requisite education program or period of apprenticeship.

(6) **Retired Members:** Any Affiliate or Associate Member who has retired from active employment shall be eligible for Retired Membership in this Association. Retired Members shall not be entitled to vote or hold office, but may speak on the floor of the Annual Conference.

(7) **Honorary Members:** Any person, upon recommendation of the Membership Committee, who has been an Associate or Affiliate Member of this Association for a period of no less than five years, or any other person who has rendered distinguished service to this Association or to the general good of the funeral service profession, may be eligible for Honorary Membership in this Association, if nominated and given favorable consideration by two-thirds of the Firm Members present at the Annual Conference. Honorary Members shall not be entitled to vote or hold office, but may speak on the floor of the Annual Conference.

Section 3. Application for membership shall be in writing on forms furnished by the Association and shall be accompanied by the annual dues amount.

Article III

Dues

Section 1. The annual dues for all classes of membership shall be payable on or before the first day of January each year, and shall be remitted directly to the Treasurer, or the designated agent of the Association.

Section 2. The annual dues for all classes of membership shall be established by the Executive Committee, and are non-refundable. Dues may be increased at the discretion of the Executive Committee according to written findings of necessity as submitted by the Finance Committee.

Article IV

Meetings

Section 1. The Annual Conference and any other meetings of this Association shall be held at such time and place as may be determined by the Executive Committee. Members shall be notified by mail, e-mail or fax no later than 30 days prior to the Annual Conference or meeting date by the Secretary or his/her appointed designee.

Section 2. The President shall be empowered to call a meeting of the Executive Committee at such time and place he deems advisable, provided all members of such Committee are notified in writing three (3) days prior to such called meeting. Meeting notification shall be mailed, faxed or e-mailed by the Secretary or his/her appointed designee.

Article V
Quorums and Voting

Section 1. Twenty-five (25) Firm Members in attendance at the Annual Conference or any regular or special meeting of this Association shall constitute a quorum for the transaction of business. If a quorum is present, the affirmative vote of a majority of the Firm Members present at such Annual Conference or meeting shall be the act of the Firm Members unless otherwise required by law or the Constitution and By-laws.

Section 2. Four (4) members of the Executive Committee present at any regular or special meeting shall constitute a quorum for the purpose of transacting business by the Executive Committee. If a quorum is present, the affirmative vote of a majority of the Executive Committee members present at such meeting shall be the act of the Executive Committee unless otherwise required by law or the Constitution and By-laws.

Section 3. For all remaining committees, a simple majority of the members of said committees present at any regular or special meeting shall constitute a quorum for the purpose of transacting business. If a quorum is present, the affirmative vote of a majority of committee members present at such meeting shall be the act of the committee unless otherwise required by law or the Constitution and By-laws.

Article VI
Termination of Membership

Section 1. Should any member of this Association have their establishment or funeral director license revoked or otherwise terminated by the State of Georgia, the membership of said individual or establishment shall be subject to termination by the Executive Committee after its review. Any member having their membership terminated shall not be eligible to reapply for membership until such time as the license in question has been reinstated.

Section 2. Should any member of this Association resort to unfair or unethical practices of competition which violate in any manner State and/or Federal law or the Code of Ethics of this Association, the membership of said individual or firm shall after due consideration be subject to suspension or expulsion from membership in this Association by a three-fifths vote of the Executive Committee. Such suspended or expelled member shall have a right of appeal to the membership, and a favorable consideration of three-fourths of Firm Members present at the Annual Conference shall override the decision of the Executive Committee. The Executive Committee may adopt policies governing the right of a member to a hearing and appeal before the Executive Committee and the Firm Members.

Article VII
Executive Committee

Section 1. The business and affairs of the Association shall be managed under the direction of the Executive Committee. This Committee shall consist of the following Offices: Immediate Past President, President, President-Elect, Treasurer and Secretary.

Section 2. During the interim between each Annual Conference, the government of this Association shall repose in the Executive Committee. The Executive Committee shall cause the Constitution and By-laws to be faithfully administered, and shall have and exercise all authority whatsoever through itself or through a properly delegated committee or person over the activities of this Association or members thereof, and in like manner have full management and control of matters relating to disputes, disciplines, rules, Districts and their boundaries, property,

interpretation of policies, and all other activities of this Association except when otherwise provided for in the Constitution and By-laws.

Section 3. The Executive Committee is hereby empowered to employ, engage or discharge any person or persons for the purpose of carrying out the activities of this Association, subject, however, to the financial resources of this Association and the provisions in the Constitution and By-laws, or any action taken by the Firm Members of this Association at any Annual Conference or special meeting of this Association.

Section 4. The Nomination Committee shall interview candidates for Executive Committee Office vacancies, and make nominations to Firm Members at the Annual Conference. Nominations may also be made from the floor by a Firm Member.

Article VIII

Standing and Special Committees

Section 1. The Association shall have the following standing committees: Membership, Legislative, Audit and Finance, Constitution and By-laws, Resolutions, and Nominations.

Section 2. The Executive Committee, in addition to Membership, Legislative, Audit and Finance, Constitution and By-laws, Resolutions and Nominations Committees, shall be empowered to create all special committees as it deems advisable except those committees which may be created by resolution or adopted motion at any Annual Conference or special meeting of this Association.

Section 3. The President shall appoint members of standing and special committees, subject to the approval of the Executive Committee, within thirty (30) days after the date of the Annual Conference. Members of standing and special committees shall serve at the pleasure of the Executive Committee.

Section 4. It shall be the duty of the Audit Committee to fully examine the reports of the Treasurer and submit a report at the Annual Conference of this Association.

Article IX

Districts

Section 1. This Association shall be composed of Districts whose number and boundaries shall be determined by the Executive Committee.

Section 2. Within thirty (30) days after the Annual Conference, the President shall appoint District Officers including a Chair and Co-Chair(s) for each District, subject to Executive Committee approval. District Officers shall serve a one-year term or until their successors are appointed.

Article X

Officers and Their Duties

Section 1. It shall be the duty of the President to direct the affairs of the Association, subject to consent of the Executive Committee. The President shall at all times keep the Executive Committee fully advised regarding all Association business and see that all decisions of the Executive Committee are carried into effect.

The President shall preside at all Executive Committee meetings, the Annual Conference and all special meetings of this Association, and perform such other duties as may be assigned by the Executive Committee. The President shall be an ex-officio member of all Association committees.

Section 2. It shall be the duty of the President-Elect to assist the President in the performance of his or her duties, and to preside at all Executive Committee meetings in the absence of the President.

Except as otherwise provided in the Constitution and By-laws, the President-Elect shall appoint, with the consent of the Executive Committee, committees and their members that will serve during the President-Elect's term as President of this Association. In the event the office of the President becomes vacant, the President-Elect shall automatically succeed to the office of President to serve out the remainder of the unexpired term as well as his or her regular term as President thereafter.

Section 3. It shall be the duty of the Treasurer to have charge and custody of all moneys and securities and to keep, or cause to be kept, full, accurate records and accounts showing all financial transactions of this Association.

The Treasurer shall render a monthly report regarding the financial position of this Association at each Executive Committee meeting, and shall make a full and complete report to the membership at each Annual Conference of this Association. The Treasurer shall, at the expiration of his/her term of office, turn over all funds, records and papers of this Association to his/her successor.

Section 4. It shall be the duty of the Secretary to keep, or cause to be kept, the minutes of the meetings of the Executive Committee and to see that all reports, record books, seals and other documents are properly kept and filed.

The Secretary shall perform all duties regarding the receipt, dissemination or publication of amendments, resolutions, meeting notices, and other official business of the Association as required by the Constitution and By-laws.

Section 5. The President shall at the opening of each Annual Conference or special meeting of this Association appoint an active member or members to serve as Sergeant-at-Arms, whose duties shall be to secure the entrance of the meeting place, assure proper credentials of attendees and carry out any further instructions of the President.

Section 6. The officers listed above shall be elected at the Annual Conference by a majority vote of Firm Members in attendance. Each officer shall serve a term of one (1) years or until his/her successor is duly elected and qualified. Officers may be removed with or without cause by a majority vote of the members of the Executive Committee. Officers may resign at any time by giving written notice of such resignation to the Executive Committee. Any vacant office, except that of President which is automatically filled by the President-Elect, may be filled by the Executive Committee for the remainder of the term of such office.

Section 7. No member shall be eligible to hold office in this Association while serving simultaneously as an officer or board member of any other funeral service-related statewide organization in Georgia.

Article XI Delegates

Section 1. This Association shall be represented at the Annual Convention of the National Funeral Directors Association (NFDA) by Delegates and Alternate Delegates as allotted by NFDA and appointed by the Executive Committee of this Association.

Article XII NFDA Policy Board Representative

Section 1. The Executive Committee of this Association shall select and appoint a Policy Board Representative to represent this Association on the NFDA Policy Board.

Article XIII

Custody & Publication of Constitution and By-laws

Section 1. This Constitution and By-laws document shall remain in the custody of the Secretary and shall be published in the Membership Directory of this Association.

Article XIV Amendments

Section 1. The Constitution and By-laws may be amended by a two-thirds vote of the Firm Members attending any Annual Conference or special meeting of this Association, provided the Secretary or his/her appointed designee mails, faxes or e-mails written notice to Firm Members thirty (30) days prior to the date of said meeting, with said notice containing the proposed amendments to the Constitution and By-laws.

Article XV Parliamentary Authority

Section 1. The rules contained in Robert's Rules of Order Revised shall govern meetings of this Association in all cases to which they apply and in which they are not inconsistent with the Constitution and By-laws.

Article XVI Indemnification

Section 1. In the event that any person who was or is party to or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the Association against expense, including attorney's fees (and in the case of actions other than those by or in the right of the Association, judgments, fines and amounts paid in settlement) actually and reasonably incurred by such person in connection with such action, suit or proceeding by any reason of the fact that such person is or was an officer, employee, or agent of the Association or is or was serving at the request of the Association as an officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, then, unless such indemnification is ordered by a court, the Association shall determine or cause to be determined, in the manner provided under Georgia law, whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in the Georgia Nonprofit Code; and to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by Georgia law.

Article XVII Tax Exempt Status

Section 1. The affairs of the Association shall at all times be conducted in such a manner as to assure the Association's status as an organization qualifying for exemption from tax pursuant to Section 501(c)(6) of the Internal Revenue Code.

Section 2. The Association is not organized and shall not be operated for profit or pecuniary gain. Notwithstanding any other provisions contained in the Constitution and By-laws, no part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments, expense reimbursements, and distributions in furtherance of the purposes set forth in the Constitution and By-laws. The Association shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) (the "Code"), or (b) by a nonprofit corporation as defined in the Georgia Nonprofit Corporation Code.

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