**SAMPLE**

**Bylaws of Funeral Consumers Alliance of \_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Article I. Purpose**

 Section 1. The purposes of this Alliance are:

a. to promote and protect the opportunity for every person to choose the type of funeral or memorial service which that person desires;

b. to reduce unjustifiable costs of burial, cremation, and other body disposition services;

c. to provide guidance to the general public in achieving the foregoing and other activities pertaining to the care and disposition of human remains.

Section 2. The Alliance assumes no legal or financial responsibility for the final disposition of the body.

**Article II. Membership**

Section 1. Any person, without regard to race, creed, sex, sexual orientation, religion or national origin, who is in sympathy with the purposes of the organization shall be eligible for membership.

Section 2. A suggested donation will be requested at the time of enrollment for regular adult membership, by each person over the age of 18.

Section 3. Dependent incompetents and minor children of members may be included as members of the Alliance at the request of the person joining.

Section 4. A minor who became a member through a parent or guardian must apply, to retain membership, on his or her own behalf upon reaching 18 years of age.

Section 5. A person with a direct interest in a commercial enterprise selling funeral merchandise, services, or insurance may be accepted as a non-voting member. Associate members are not eligible to serve as trustees. They may not serve in a position of influence within the organization, and may not cast a vote in organizational matters.

**Article III. Trustees**

Section 1. The management and administration of this corporation, except as otherwise provided herein, shall be vested in the Board of Trustees, consisting of nine trustees elected by the members at the annual meeting. Only full members shall be eligible to serve as trustees.

Section 2. Trustees shall serve staggered three-year terms. Of the initial board, one-third shall be elected for three years; one-third for two years; and one-third for one year. Thereafter, three trustees shall be elected each year, each for a three-year term.

Section 3. No trustee may serve more than two consecutive terms.

Section 4. Whenever a board or committee vacancy exists, the remaining trustees may appoint a successor to serve until the next election, at which time a trustee shall be elected to serve the unexpired portion of the term.

Section 4. Board members shall serve without pay. No board member shall be a paid employee of the Alliance.

Section 5. The board may appoint an advisory committee from time to time, as need arises.

**Article IV. Officers and Directors**

Section 1. Within two weeks following the election, the newly-elected Board of Trustees shall meet and elect the following from its number: a president, a vice-president, a secretary, and a treasurer. The officers shall constitute the Executive Committee.

Section 2. Officers shall serve for a period of two years.

Section 3. The president may appoint, with the approval of the Board, a legal advisor who shall serve at the pleasure of the Board.

Section 4. Any officer may be removed from such position by a unanimous vote of all other trustees at a regularly-called meeting.

**Article V. Nominations**

Section 1. The president, with the approval of the Board of Trustees, shall, not less than three months prior to the election, nominate three members to serve the subsequent year on the Nominating Committee, two of whom shall be from the membership at large and one from the Board of Trustees.

Section 2. The Nominating Committee shall report its nominations to the Board of Trustees, not less than two months prior to the election.

**Article VI. Elections**

Section 1. The election of trustees may be held at the annual meeting, by mail or electronically, or at a special meeting called specifically for that purpose. Advance notice of the slate of nominees shall be sent to the membership not less than two weeks prior to the election.

Section 2. A request for additional nominations from the floor (or as determined by the Board in the case of mail or electronic voting) will be made prior to any election.

**Article VII. Voting**

Section 1. Each adult member shall have one vote.

Section 2. Proxy voting is not allowed.

Section 3. Ballots shall be required if mail or electronic voting is used, if so voted by the membership, or whenever there are more nominees than vacancies to be filled.

**Article VIII. Meetings**

Section 1. The annual meeting of the Alliance shall be held prior to of each year, at a time and place within the service area, to be designated by the Board of Trustees. Members shall be notified not less than 14 days prior to the meeting.

Section 2. Upon written request or petition of 10% of the membership or 25 members, whichever is less, or upon the request of the majority of the Board of Trustees, the president shall cause a special meeting of the members to be called.

Section 3. Such a special meeting shall be called by the secretary, who shall notify each member at least 14 days prior to the meeting. Such notice shall include a statement of the purpose of the meeting.

**Article IX. Quorum**

Section 1. At any meeting of the membership, a quorum shall consist of 10% of the total enrolled membership or 15 members, whichever is less.

Section 2. At all meetings of the Board of Trustees, a majority shall constitute a quorum.

**Article X. Amendments**

Section 1. The Board may amend the bylaws by unanimous vote. The Secretary must notify all members of proposed bylaws changes not less than 14 days prior to a vote. These bylaws may be also amended by a majority vote of the members at any annual meeting or properly called special meeting of the membership, provided members have been notified of proposed changes, with an explanation, at least 14 days prior to the meeting.

Section 2. It shall require a two-thirds vote of attending members to consider any bylaws changes not warned prior to the meeting.

**Article XI. Reciprocity and Transfers**

Section 1. This Alliance fully endorses and agrees to honor reciprocity and rights of transfer for any member of an Alliance affiliated with Funeral Consumers Alliance.

Section 2. Under the reciprocal agreement, each member organization is to provide the usual service, advice, and assistance as they are able to arrange for their own members, to the members of the other organizations should need arise while traveling in their area. This reciprocity will be included in all contracts or agreements, written or oral, between this Alliance and any cooperating funeral providers.

Section 3. A member moving into the area of another member organization shall be welcomed as a member in good standing, without payment of additional enrollment, upon the request of the transferring member. The Affiliate may request a reasonable transfer fee if necessary.

**Article XII. Financial Review**

Section 1. One month before the close of the fiscal year, the president shall appoint two members from the membership at large to review the financial records, unless an audit by a certified public accountant is requested by a majority of the Board of Trustees or by a petition signed by five members and delivered to the secretary one month before the close of the fiscal year.

**Article XIII. Fiscal Year**

Section 1. The fiscal year of this Alliance shall be the calendar year.

**Article XIV. Dissolution**

Section 1. In the event of dissolution of this corporation, assets remaining after payment of all liabilities will be remitted to Funeral Consumers Alliance, Inc., a 501(c)(3) corporation. No part of such distribution shall enure to any member of the Funeral Consumers Alliance of .

Section 2. A list of members will be turned over to Funeral Consumers Alliance if no other local organization is available to serve those members.

**Article XV. Parliamentary Procedure**

Section 1. Parliamentary procedure is hereby adopted as the Rules of Order. The Board of Trustees will select a recommended text by which to abide.

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***Assign the Job of Getting Incorporation Papers Filed***

*Why incorporate?* First, your affiliate must first be incorporated as a nonprofit in your state before applying for 501(c)(3) status with the IRS.

Secondly, incorporation can provide a layer of liability protection. If a member slips on a step while attending your annual meeting, your officers don’t want to be personally included in any lawsuit that might ensue. Even if the local library is insured, for example, an avaricious lawyer would name as many defendants as possible, regardless of the wishes of your member.

Incorporation is not a complicated procedure, and almost any lay person can do it. If you have a lawyer willing to do it *pro bono*, so much the better. Sample incorporation articles follow. Remember to check with your Secretary of State for any particular requirements.

Be sure to keep incorporation and other important documents collected in a safe place. A metal box that can be passed from one officer to the next is a good idea. **Be sure to distribute copies of these papers to your current board members at least annually.** FCA officers have died and taken crucial paperwork to the grave with them; don’t let this happen to your affiliate.

Some groups do not incorporate at the time of formation, and, in such cases, they should prepare a constitution. This document should set forth the same information as is contained in the Articles of Incorporation as a basis under which to operate. The founders should sign it in the same manner they would Articles of Incorporation.

**Articles of Incorporation of Funeral Consumers Alliance of\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

We, the undersigned, desiring to incorporate a nonprofit, charitable and educational Alliance within the meaning of Section 501(c)(3) of the Internal Revenue Code and under the laws of the state of hereby associate ourselves together for that purpose and adopt these Articles of Incorporation.

**Article I. Name**

The name of this corporation is the Funeral Consumers Alliance of . The location of its chief place of business shall be , .

(city) (state)

**Article II. Membership**

This corporation shall have no capital stock. Any person, without regard to race, creed, religion, sex, national origin, or sexual orientation who is in sympathy with the purposes of the organization shall be eligible for membership.

**Article III. Purposes**

The purposes of this Alliance are: (a) to promote the opportunity for every person to determine the type of funeral or memorial service which that person desires; b) to reduce unjustifiable costs of burial, cremation, and other modes of body disposition; (c) to provide guidance to its members and the general public and to promote their interests in achieving the foregoing and other activities pertaining to the care and disposition of human remains. The Alliance assumes no legal or financial responsibility for the care or disposition of the body.

No part of the net earnings of the corporation shall enure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay its trustees reimbursement for expenses incurred in the course of carrying out their duties.

**Article IV. Officers**

The affairs of this corporation shall be managed by a president, secretary, and treasurer, and such other trustees or officers as may be provided for in the bylaws, who shall be elected or appointed in accordance with the bylaws.

**Article V. Dissolution**

In the event of dissolution of this corporation, a mail list of remaining members and any assets being held after payment of all liabilities shall be turned over to Funeral Consumers Alliance, Inc., a 501(c)(3) corporation. No part of such distribution shall enure to the benefit of any member of the Funeral Consumers Alliance of .

Witness our hands at , .

(city) (state)

this day of .

President

Treasurer