

Funeral Consumers Alliance, Inc. Bylaws

As amended October 2011, June 2012, October 2012, May 2013, June 2014, April 2015,
November 2017

Article I. Name

The name of this organization shall be Funeral Consumers Alliance, Inc. (FCA)

Article II. Purposes

The purposes of this organization are:

1. To promote and protect consumer choice in determining the type of funeral or memorial services desired according to the religious, philosophical and ethical belief of each individual;
2. To promote and encourage the reduction of unjustifiable costs of burial, cremation, and other body disposition options;
3. To publish educational materials for end-of-life concerns and make them available to members and the general public in a variety of media and formats at little or no cost;
4. To serve as a consumer advocate and informed resource for pending legislation or regulations regarding end-of-life care and funeral industry practices;
5. To mediate funeral-related complaints or refer them to appropriate agencies;
6. To encourage the presence of local Affiliates and to refer inquiries from the public to member organizations;
7. To facilitate the exchange of information and experience among members;
8. To provide guidance to its member Affiliates in achieving the above stated purposes.

Article III: Membership

1. Affiliates shall be nonprofit funeral information societies, memorial societies, funeral cooperatives, and such other organizations that engage in similar and related activities, which subscribe to the purposes of the organization.
2. Supporting members shall be any religious, fraternal, labor, cooperative, or other organization which subscribes to the objectives and desires to support the work of the organization, and which accepts the obligations of supporting membership, but without the privilege of voting.
3. Approval of the Board of Directors shall be required for Affiliate and Supporting members.
4. Friends

- a. An individual, business, or other organization may apply for membership as a “Friend of FCA.” A membership donation will be requested from those seeking to become a Friend in order to offset the costs of printing and mailing materials to them. Friends are entitled to receive regular mailings such as the FCA newsletter.
- b. Members of the funeral industry may join as Friends, but Friends may not participate in the governance of the organization.
- c. Individuals living in an area where there is no local Affiliate are encouraged to become Friends. Membership may be transferred to a local Affiliate when appropriate.

Article IV: Basic Requirements for Affiliation

- 1. Affiliates shall be democratically controlled, non- sectarian, nonprofit, and shall admit individual members without regard to race, creed, gender identity or expression, sexual orientation, or national origin.
- 2. Funeral-related vendors may not serve in a governing capacity nor in a position of obligation or influence.
- 3. Affiliates shall hold at least one membership meeting each year. Members of each Affiliate shall have the authority to call a special meeting in accordance with their Bylaws. Affiliates may allow members to vote in Affiliate elections or other allowed business and may vote in-person, by mail or electronically. Members must be notified of all meetings with sufficient lead time so candidates, questions or comments may be submitted.
- 4. The Affiliate shall offer reciprocal benefits to members of other Affiliates or individual Friends of FCA who travel in its membership area. Membership may be transferred from one Affiliate to another at little or no cost.
- 5. The Affiliate shall provide FCA with an annual report of financial, program, and membership activity in a format determined by the FCA board.
- 6. The Affiliate shall support FCA with quarterly or annual dues as provided in these bylaws.
- 7. The bylaws of each Affiliate shall provide that, in the case of dissolution, the membership list and any assets shall be conveyed to Funeral Consumers Alliance, Inc.
- 8. Affiliates formed after June 1, 2012 shall provide FCA annually with a complete mailing list of local contacts, members, and donors. This list shall include email addresses and phone numbers when the affiliate has such data.
- 9. In order to maintain the vibrancy of our affiliate organizations it is strongly suggested the bylaws for each affiliate shall provide term limits of no more than two consecutive terms for officers. Terms are strongly suggested to be no longer than three or four years.

Article V: Directors

1. There shall be a Board of nine Directors who shall serve without pay and who shall be elected by the membership by mail ballot in the even years on a staggered basis. The term of office for the Directors shall be four years and for Alternate Directors, two years. Terms of Office shall begin at the first Board meeting after the Biennial Conference and end at the start of the Board meeting following the Biennial Conference. If an Alternate vacancy occurs between elections, the Board may fill the position by appointment.

2. No Director shall be eligible for reelection immediately after having served two full four-year terms in office. Any Director who is absent without valid reason for two consecutive Board/Committee meetings may be replaced by Board action. Board member replacement shall be made in the following order: First Alternate, Second Alternate, Board-appointed Alternates, in the order of their appointment. Alternates are not required to attend meetings. An Alternate who replaces a Director shall serve out the original term of the Director replaced.

3. Directors shall be members of Affiliates in good standing when elected, but may not be a member of the funeral industry at any time while serving on the FCA Board. "Member of the funeral industry" includes funeral directors, members of their families or employees, and officers, officials or executives or organizations substantially controlled by members of the death services industry. It does not include employees of government-owned and operated services and/or facilities.

4. The Board shall be responsible for the proper conduct of the business and program of the organization. The Board shall exercise all powers of the organization, except as otherwise specified in these bylaws.

5. A majority of the Board shall constitute a quorum. The Board shall meet at least two times each year, either in person or by telephone or videoconferencing. It may meet at other times at the call of the President of the Board, or at the written request of a majority of the Directors then serving. Written requests may be transmitted by USPS, courier, facsimile, email, or personal delivery to any member of the Executive Committee, or if no member of the Executive Committee exists, to all other members of the Board. Written requests for meetings must include a timeframe during which the meeting must be held if a quorum is available.

Article VI: Election of the Board of Directors

1. The President of the Board of Directors shall appoint an Elections Committee of three persons no later than June 30 preceding the election to be held. Not more than one may be a member of the Board of Directors. Each must be a member of an Affiliate in good standing.

2. The Elections Committee shall prepare a list of nominees equal in number to the Board seats to be filled plus at least two additional nominees. On or before November 1 of the

same year, copies of the list shall be mailed or emailed to every Affiliate in good standing.

3. Additional nominations may be made on application to the chair of the Elections Committee by two Affiliates in good standing. Additional nominees must be received by January 15. The Elections Committee shall attempt to obtain biographical information from each candidate for election through the use of a questionnaire.

4. Ballots listing all nominees, together with their completed questionnaires, shall be mailed by the Elections Committee to Affiliates in good standing no later than February 15. Each such Affiliate shall receive as many ballots as it has votes as provided in Article XI. The method of voting shall be determined by each local Affiliate, and the ballot(s) shall be certified by the president and the secretary of each Affiliate.

5. The Elections Committee shall appoint three tellers to count the ballots. They must be members of Affiliates in good standing, but may not be members of FCA's Board of Directors or Elections Committee. The tellers shall decide to what address the ballots are to be mailed. Ballots must be received at this address by March 31.

After the vote is tallied, the tellers shall arrange the names of the candidates in the order of the number of votes each received. They shall designate the number of candidates sufficient to fill the empty Board seats, and who receive the most votes, as newly elected Board members. The candidate with the next highest number of votes shall be designated "First Alternate" and the candidate with the next highest number of votes shall be the "Second Alternate." The tellers shall report these results to the Elections Committee and the President.

6. The Elections Committee shall cause notification of the results of the balloting to be mailed or emailed to the nominees and all Affiliates by April 15.

7. Any date or deadline imposed by this Article may be changed by the Executive Committee on a showing of good cause.

Article VII: Officers and Executive Committee

1. Officers of the organization are a President, a Vice-President, a Secretary, and a Treasurer. Each officer shall be a Director, and shall be elected by majority vote of the board for a term expiring in June of even-numbered years. The board may elect such other officers as it seems desirable, and shall fill vacancies in the offices as they may occur.

2. The President, Vice-President, and Secretary shall have the duties usually associated with their offices, except as modified by these bylaws. The Treasurer shall have oversight responsibility for the financial activities conducted at the FCA headquarters office.

3. The Board shall appoint an Executive Director, who shall not be an elected director when so appointed. The Executive Director shall serve at the pleasure of the Board, and shall be in charge of the FCA national office.

4. The four officers shall constitute an Executive Committee, which has the authority to act for the board between board meetings, and which may perform such tasks and fulfill such responsibilities as the board may delegate to it. A majority of the Executive Committee members serving at any time must concur for any action of the Executive Committee to be effective. Decisions of the Executive Committee may be made by email, by telephone, by videoconferencing, or at face-to-face meetings. Actions of the Executive Committee shall be promptly confirmed in writing and conveyed to the board. Meetings of the Executive Committee may be convened by the President, or by any two members with reasonable notice thereof to all members of the committee.

5. The President shall establish committees as necessary, appoint committee members, appoint committee chairs, and determine the scope of each committee's responsibilities, all subject to approval of the board.

Article VIII: Meetings

1. The biennial meeting of the organization shall be held in the even year at such date and place the Board of Directors may determine.

2. Special meetings may be called by the President with the approval of the Executive Committee or upon written request of a majority of the Board. A special meeting of the organization may also be called by means of petition by 10% of the Affiliates representing at least three different states. Such petition must be signed by an Affiliate officer.

3. The Secretary shall cause notice of all meetings to be mailed or emailed to Affiliates at least 45 days prior to the date of the meeting. This notice shall include the day, date, time, and place of such meeting and must state the object of the meeting.

4. Fifteen voting delegates at a duly called biennial or special meeting of the organization shall constitute a quorum, provided that at least ten different Affiliates are represented by delegates present and authorized to vote on behalf of their own Affiliate.

Article IX: Membership and Dues

1. An initial application fee for membership of \$50.00 shall be paid by an applying Affiliate and applied to its dues once it has been accepted into membership.

2. Dues are payable for the quarter immediately past, and are due on or before the last day of the month following the end of the calendar quarter: April 30 for the period January through March; by July 31 for the period April through June; by October 31 for the period July through September; and by January 31 for the period October through

December. Dues may be paid monthly if desired. This schedule applies only to those Affiliates where dues will annually exceed an anticipated \$50.00.

3. Affiliate dues, as set annually by the Board of Directors shall be no more than 15% of enrollment fees, contributions, annual dues, and record charges (if any) received from the membership. This excludes such income as bequests, special gifts, interest or dividends, transfer fees, and sale of literature.

4. Minimum dues, as determined by the organization's Board of Directors, shall be no less than \$50.00 per year payable by December 31.

5. Supporting membership dues are \$50.00 per year.

6. Where extraordinary circumstances are found to exist, and upon petition of the local Affiliate to the organization's Board of Directors, the Board is empowered to grant temporary adjustment of membership dues.

Article X: Affiliates in Good Standing

1. An Affiliate shall be considered in good standing whose dues, as set forth in Article IX, are fully paid for the preceding four calendar quarters by January 31, provided that Affiliate is conforming to the Basic Requirements in Article IV.

2. The status of good standing, as determined January 31, shall continue in effect until the following January 31. Affiliates who become members of the organization after December 31 will be considered in good standing but will not be eligible to vote until after the following January 31, if they have satisfied the requirements in Articles IV and IX.

3. An Affiliate where status of good standing is in doubt will be so notified in advance of any action by the Board of Directors or Executive Committee, and diligent effort will be made to help the Affiliate retain its good standing by such help as the organization and nearby Affiliates are able to provide.

4. An Affiliate declared not in good standing or declared inactive may be dropped from all listings of Affiliates of the organization, and inquiries may no longer be forwarded to it, although the organization will explore every reasonable opportunity to provide uninterrupted service to members of the affected Affiliate.

5. An Affiliate not in good standing or declared inactive may request reinstatement to good standing by submitting to the Board evidence that the conditions upon which the change of status was based have been rectified. Reinstatement shall be considered and acted upon by the Board on the same basis as the acceptance of a new Affiliate into membership in the organization and acted upon on the same basis by the Board.

Article XI: Voting

1. Each Affiliate in good standing shall be entitled to one vote in each organization election, plus one additional vote for each full two hundred dollars (\$200) in dues or in

Affiliate donations paid to FCA during the preceding calendar year. No Affiliate shall receive more than ten votes.

2. When voting is to take place at a meeting of the organization, each Affiliate shall designate in writing the name(s) of its delegate(s). An Affiliate unable to send one of its members to the meeting may designate a member of another Affiliate in good standing to cast its vote(s), provided that in no case shall one delegate to the meeting be authorized to cast more than ten votes, nor to represent more than three Affiliates.

Article XII: Fiscal Year

The fiscal year of FCA shall be the calendar year.

Article XIII: Financial Review

The financial records of this organization shall be reviewed by an independent auditor at least once a year.

Article XIV: Procedure

Parliamentary procedure and all matters of organizational procedure and conduct, not in conflict with these bylaws, as set forth in the latest edition of *The Standard Code of Parliamentary Procedure* by Alice Sturgis, shall be followed by FCA.

Article XV: Amendment of Bylaws

Amendments to these Bylaws may be made at any meeting of the Directors by two-thirds (2/3) vote. The content of the amendments shall be mailed or emailed ten (10) days in advance of such meeting; such notice may be waived by unanimous consent telephonically and otherwise. The voting may be made by mail, by proxy, telephone, or any other means of communication.

Article XVI: Gifts/Donations and Restriction on Activities

1. The Funeral Consumers Alliance, Inc. may engage in any activities permitted by the Internal Revenue Service for a 501(c)(3) organization and which conform with the Articles of Incorporation.

2. The Funeral Consumers Alliance, Inc. solicits and accepts gifts and donations for purposes that will help the organization further and fulfill its mission. The Funeral Consumers Alliance, Inc. urges all prospective donors to seek the assistance of personal legal and financial advisors in matters relating to their gifts, including the resulting tax and estate planning consequences. The following policies and guidelines govern acceptance of gifts made to The Funeral Consumers Alliance, Inc. for the benefit of any of its operations, programs or services.

3. *Restrictions on Gifts and Donations*—The Funeral Consumers Alliance, Inc. will not accept gifts or donations that (a) would result in The Funeral Consumers Alliance, Inc. violating any aspect included in their Bylaws, (b) would result in The Funeral Consumers Alliance, Inc. losing its status as an IRC § 501(c)(3) not-for-profit organization, (c) are too difficult or too expensive to administer in relation to their value, (d) would result in any unacceptable consequences for The Funeral Consumers Alliance, Inc., or (e) are for

purposes outside The Funeral Consumers Alliance, Inc.'s mission, (e) that are over \$1000 cash or in-kind donations from any funeral-related industry in order to remain free from any real or perceived conflict of interest, further (f) all gifts or donations from any funeral related entity shall be used to support the Funeral Consumers Alliance, Inc. mission and may not be 'directed gifts' for purposes defined by the entity.

4. Decisions on the restrictive nature of a gift, and its acceptance or refusal, shall be made by the Executive Committee, in consultation with the Executive Director.

Donations/Gifts Generally Accepted Without Review—

_ Cash. Cash gifts are acceptable in any form, including by check, money order, credit card, or on-line. Donors wishing to make a gift by credit card must provide the card type (e.g., Visa, MasterCard, American Express), card number, expiration date, and name of the card holder as it appears on the credit card.

_ Marketable Securities. Marketable securities may be transferred electronically to an account maintained at one or more brokerage firms or delivered physically with the transferor's endorsement or signed stock power (with appropriate signature guarantees) attached. All marketable securities will be sold promptly upon receipt unless otherwise directed by Funeral Consumers Alliance, Inc.'s Investment Committee. In some cases marketable securities may be restricted, for example, by applicable securities laws or the terms of the proposed gift; in such instances the decision whether to accept the restricted securities shall be made by the Executive Committee.

_ Bequests and Beneficiary Designations under Revocable Trusts, Life Insurance Policies, Commercial Annuities and Retirement Plans. Donors are encouraged to make bequests to Funeral Consumers Alliance, Inc. under their wills, and to name Funeral Consumers Alliance, Inc. as the beneficiary under trusts, life insurance policies, commercial annuities and retirement plans.

_ Charitable Remainder Trusts. Funeral Consumers Alliance, Inc. will accept designation as a remainder beneficiary of charitable remainder trusts.

_ Charitable Lead Trusts. Funeral Consumers Alliance, Inc. will accept designation as an income beneficiary of charitable lead trusts.

*Gifts Accepted Subject to Prior Review—*Certain forms of gifts or donated properties may be subject to review prior to acceptance. Examples of gifts subject to prior review include, but are not limited to:

_ Tangible Personal Property. The Executive Committee shall review and determine whether to accept any gifts of tangible personal property in light of the following considerations: does the property further the organization's mission? Is the property marketable? Are there any unacceptable restrictions imposed on the property? Are there any carrying costs for the property for which the organization may be responsible? Is the title/provenance of the property clear?

_ Life Insurance. Funeral Consumers Alliance, Inc. will accept gifts of life insurance where Funeral Consumers Alliance, Inc. is named as both beneficiary and irrevocable owner of the insurance policy. The donor must agree to pay, before due, any future premium payments owing on the policy.

_ Real Estate. All gifts of real estate are subject to review by the Executive Committee. Prior to acceptance of any gift of real estate other than a personal residence, Funeral Consumers Alliance, Inc. shall require an initial environmental review by a qualified environmental firm. In the event that the initial review reveals a potential problem, the organization may retain a qualified environmental firm to conduct an environmental audit. Criteria for acceptance of gifts of real estate include: Is the property useful for the organization's purposes? Is the property readily marketable? Are there covenants, conditions, restrictions, reservations, easements, encumbrances or other limitations associated with the property? Are there carrying costs (including insurance, property taxes, mortgages, notes, or the like) or maintenance expenses associated with the property? Does the environmental review or audit reflect that the property is damaged or otherwise requires remediation?

Article XVII: Dissolution

In the event of dissolution, all assets of this Association shall be transferred to a 501(c)(3) organization designated by the Board of Directors.

Revision History:

October, 2011—added email as a notification option for election matter and biennial meeting dates, and for bylaws amendments. Deleted the requirement that the biennial be held in the spring.

November, 2017- Added **Article XVI: Restriction on Activities.** This new article defines limits on the contributions FCA may accept, and outlines the process for considering acceptance of large or unusual gifts.