

## **Funeral Consumers Alliance, Inc. Bylaws**

**As amended** October 2011, June 2012, October 2012, May 2013, June 2014, April 2015, November 2017, April 2019, November 2019

### **Statement of Philosophical and Ethical Principles**

These statements are meant to guide decisions about whether a person or entity has a financial or other conflict of interest that would make them ineligible to serve in a governing capacity on an FCA Board. While complicated cases will sometimes arise, the fundamental principles to be followed are:

—FCA’s most valuable asset is its earned reputation as a consumer advocate that is not influenced by anyone who performs work for profit in the commercial funeral, cemetery, and death-care sector.

—Conflict of interest policies must be applied consistently regardless of personal beliefs about the trustworthiness of friends or associates. It is not acceptable to exempt someone from a conflict of interest test because they are a friend or family member, or someone believed to be “on our side”.

—Every person, including those of us who work or volunteer for FCA, can be compromised by a conflict of interest. A finding of a conflict of interest that prevents board service is not a judgment against an individual’s character. People of fine character are as susceptible to conflicts of interest as those with less savory motives.

—Those in the death services business who offer ‘alternative’ death-care, such as services offered *for a fee* in connection with a home funeral as opposed to a service at a commercial funeral home, are subject to these policies as much as a corporate funeral director would be. There are no exemptions because we may personally like or approve of their offerings.

—Those who volunteer for non-profit, community or religious entities that offer death-care services, such as but not limited to nonprofit cemeteries, religious burial societies, consumer funeral cooperatives, and others, are not considered to have a conflict of interest. Absent other conflicts, such people may serve in a governing capacity on an FCA Board.

Employees of such organizations may or may not have a conflict of interest, and these cases should be considered individually in context.

### **Definitions**

A “**funeral-related vendor**” or a “**member of the death-services industry**”, is any entity or person that engages in the business of providing body disposition services or funeral goods, or a person who works or is affiliated with a funeral-related vendor and receives financial compensation for that work or affiliation. However, these persons or entities are exempted, and are *not* considered to have a conflict of interest:

—Religious burial societies that provide death-care services for congregants without a profit motivation, or on a purely charitable basis.

—Those who volunteer to administer community or religious cemeteries that provide low-cost burial services, or that provide alternatives to the commercial market such as green or natural burial. Reimbursement of incidental expenses such as travel or administrative costs is not considered “financial compensation”.

—University-affiliated anatomical donation programs, and/or comparable programs dedicated to research and the advancement of knowledge, not profit.

—Those who provide educational seminars, meetings, or materials that educate the public on funeral arrangements, consumers’ legal rights, and similar topics. If such people charge for their offerings they must agree not to do so while serving in a governing capacity of an FCA, which provides this education freely to the public as a matter of mission and principle.

—Clergy who perform religious ceremonies for funeral services, and who may be compensated voluntarily with a donation from the bereaved family. However, such people may not serve in a governing capacity for an FCA if they are employed or compensated by a commercial funeral home, cemetery, or similar for-profit death-care business.

—Secular celebrants who perform funeral ceremonies for compensation, except celebrants employed directly by a for-profit death-services establishment. These latter are considered members of the death-care industry and are not eligible for FCA Board service.

**“Body disposition services”** include all of those services for hire which deal directly with taking custody of a dead human body; body preparation for disposition; or providing body disposition, such as burial, cremation, alkaline hydrolysis, or other final disposition of the body. This term also applies to any person or entity that offers, for a fee, to complete and file necessary paperwork connected to the death of an individual (such as the death certificate or cremation permit), and to any person who offers, for a fee, negotiation of funeral contracts or prices on behalf of a bereaved family.

**“Funeral goods”** are goods which are sold or offered for sale for use in connection with funeral, cremation, or other final disposition services, and which are not used generally for any other purpose. For example, a casket vendor would be offering “funeral goods”, while a stationery store that offers bereavement cards would not be offering “funeral goods”.

**“Position of obligation or influence”** means a voting position on the FCA Board of Directors (or that of any FCA Affiliate). It also includes any position that would allow a member of the death-services industry to exert influence on FCA programs or activities in a way that would compromise the FCA’s mission to act solely in the interests of funeral consumers. FCA Boards

of Directors must err on the side of caution and end any relationships that create, or tend to create, an actual or apparent conflict of interest.

FCA Boards of Directors may, however, invite discussion and solicit opinions from such persons on issues of concern to FCA. FCA Boards of Directors may also collaborate with such persons on projects that benefit the interests of funeral consumers, so long as such collaboration does not result in funeral-related vendors exerting, or appearing to exert, self-interested or partisan influence on the decisions and actions of the FCA.

#### **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: Affiliates**

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. Approval of the Board of Trustees shall be required for Affiliate status.

#### **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 or members of the death-services industry 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: Trustees**

1. There shall be a Board of seven Trustees 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 Trustees shall be four years and for Alternate Trustees, 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 Trustee who is absent without valid reason for two consecutive Board/Committee meetings may be removed or 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 Trustee shall serve out the original term of the Trustee replaced. Alternates are expected to attend all electronic meetings and are encouraged to attend in-person meetings.

3. Trustees shall be members of Affiliates in good standing when elected, but may not be a member of the death-services industry at any time while serving on the FCA Board.

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 Trustees 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 Trustees**

1. The President of the Board of Trustees 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 Trustees. Each must be a member of an Affiliate in good standing.

2. Each outgoing Board member is expected to provide to the Elections Committee at least two potential nominees for replacement. 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 Trustees 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 Trustees 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 Trustees 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 Trustees, shall be no less than \$50.00 per year payable by December 31.

5. Where extraordinary circumstances are found to exist, and upon petition of the local Affiliate to the organization's Board of Trustees, 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 Trustees 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**

At the end of odd-numbered calendar year, or at the end of a treasurer's term, members from the membership at large to inspect the Association's financial records of that year, unless an independent financial review is requested by a majority of the Trustees then in office at a meeting of the Board. These two (2) members shall have sufficient expertise to follow and interpret the accounting processes. After financial review, the two members shall prepare a report on the state of the treasury, and the amount of money needed for the ensuing financial year which report shall be submitted to the Board of Trustees.

#### **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 Trustees 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 Funereal 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 Trustees.

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.

April, 2019-The Board added an introductory statement of Philosophical and Ethical Principles, a definitions section, removed the “supporting member” category as irrelevant, reduced the number of Board seats from nine to seven, and clarified issues of conflict of interest.

November, 2019-The Board voted to reduce the number of Trustees from 9 to 7.