NFDA NATIONAL FUNERAL DIRECTORS ASSOCIATION

NFDA Constitution

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Amended October 9, 2001 (to take effect January 1, 2003)
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Article I: Name

The name of this organization shall be the National Funeral Directors Association of the United States, Inc. (NFDA).

Article II: Definitions

For the purpose of this Constitution, the terms listed below shall be defined as follows:

A. "Advocacy Summit" shall mean the annual meeting of NFDA held in the Washington, DC area or any meeting in substitution thereof.
B. "Annual Convention" shall have the meaning set forth in Article XII.
C. "At-large Representative" shall have the meaning set forth in Subsection B(2) of Article XI.
D. "Choice Membership Option" shall have the meaning set forth in Section A of Article VII.
E. "Firm" shall mean any corporation, limited liability company, limited or general partnership, sole proprietorship, or other legal entity that operates one or more Funeral Home Facilities.
F. "Firm Member" shall have the meaning set forth in Section C of the Article V.
G. "Foreign Association" shall have the meaning set forth in Section B of Article V.
H. "Foreign Member" shall have the meaning set forth in Section B of Article V.
I. "Funeral Home Facility" shall mean a physical facility in a fixed location where the profession of funeral directing is carried out.
J. "Individual Member" shall have the meaning set forth in Section D of Article V.
K. "Leadership Conference" shall mean the annual meeting of NFDA held for the leadership and members of NFDA and State Associations or any meeting in substitution thereof.
L. "Member" shall mean any of the six categories of Members set forth in Article V. 1.
M. "NFDA" shall mean the National Funeral Directors Association of the United States, Inc.
N. "Policy Board Representative" shall have the meaning set forth in Subsection B(2) of Article X.
O. "Practitioner" shall mean an individual who, to the extent required by State law, possesses all necessary licenses to engage in the profession of funeral directing and/or embalming.
P. "Retired Member" shall have the meaning set forth in Section E of Article V.
Q. "State" shall mean one of the States of the United States of America, the District of Columbia, or any recognized territorial possession of the United States of America.
R. "State Association" shall have the meaning set forth in Section A of Article V.
S. "Student Member" shall have the meaning set forth in Section E of Article V.
T. "Term" or "year" as used herein with respect to the term or length of office shall refer to the specified time period for which such office is held and not strictly a 12 month period of time.

Article III: Statement of Identity

NFDA is a professional association of funeral home businesses, funeral directors and embalmers organized as a corporation under Section 501(c)(6) of the Internal Revenue Code. NFDA shall not be utilized as a labor organization or similar association organized pursuant to Section 501(c)(5) of the Internal Revenue Code.

Article IV: Non-Discrimination Policy

NFDA shall not discriminate against any person on the basis of race, color, religion, age, sex, national origin or physical disability. All State Associations shall abide by this non-discrimination policy in the conduct of their membership affairs and business.

Article V: Members and Categories

Each of the following shall be a member of NFDA:

A. State Association

An association of Firms and/or Practitioners organized in a particular State and which has obtained a membership charter by the majority vote of the House of Delegates shall be recognized as a Member of NFDA and classified as the "State Association" for that particular State. Only one State Association may hold a membership charter for a particular State at any given time.

B. Foreign Association and Members

An association of Firms and/or Practitioners doing business in areas other than a State and which has obtained a membership charter by the majority vote of the House of Delegates shall be recognized as a Member of NFDA and classified as a "Foreign Association." If a Firm or Practitioner does business in an area other than a State, the Firm or Practitioner may become a Foreign Member of NFDA by making written application to the Secretary of NFDA and paying the applicable NFDA dues. Foreign Members may not serve as Officers of NFDA nor as members of the House of Delegates, the Policy Board or the Executive Board.

C. Firm Members

Any Firm may become a Firm Member of NFDA by making written application to the Secretary of NFDA and agreeing, as a condition of membership, to comply with the NFDA Constitution, Bylaws, and Code of Professional Conduct.

D. Individual Members

Any Practitioner who owns or is employed by a Firm Member shall be recognized as an Individual Member of NFDA. Individual Member shall comply with the NFDA Constitution, Bylaws, and Code of Professional Conduct as a condition of membership. Firm Members shall list all such Practitioners on their membership applications and renewals in order to qualify them for Individual Membership. Any Practitioner who does not own nor is employed by a Firm Member may become an Individual Member of NFDA by making written application to the Secretary of NFDA and agreeing, as a condition of membership, to comply with the NFDA Constitution, Bylaws, and Code of Professional Conduct. Individual Members are the only members of NFDA that are entitled to serve as Officers of NFDA or as members of the House of Delegates, Policy Board or the Executive Board.

E. Retired Members

A former Practitioner who has retired from active employment may become a Retired Member of NFDA by making written application to the Secretary of NFDA and agreeing, as a condition of membership, to comply with the NFDA Constitution, Bylaws, and Code of Professional Conduct. A Retired Member shall be entitled to only those membership privileges of NFDA that

are made available to Retired Members by the Executive Board. A Retired Member may not serve as an Officer of NFDA nor as a member of the House of Delegates, the Policy Board or the Executive Board; provided, however, that notwithstanding the foregoing, a Retired Member who is a Past President of NFDA is entitled to voting privileges in the House of Delegates.

F. Student Members

A student who is enrolled in a school of mortuary science that is accredited by the American Board of Funeral Service Education or a funeral director/embalmer intern or apprentice who, to the extent required by state law, is duly registered and in good standing as an intern or apprentice, may become a Student Member of NFDA by making written application to the Secretary of NFDA and agreeing, as a condition of membership, to comply with the NFDA Constitution, Bylaws, and Code of Professional Conduct. A Student Member shall be entitled to only those membership privileges of NFDA that are made available to Student Members by the Executive Board. A Student Member may not serve as an Officer of NFDA nor as a member of the House of Delegates, the Policy Board or the Executive Board.

Article VI: Partnership Membership

A. State Association Requirements

Unless a State Association has elected the Choice Membership Option pursuant to Article VII, it shall comply with all of the following requirements as a condition to its membership in NFDA:

1. If the State Association recognizes Practitioners as members of such State Association, each Practitioner that is a member of the State Association must also be an Individual or Retired Member of NFDA.
2. If the State Association recognizes Firms as members, each Firm that is a member of the State Association must also be a Firm Member of NFDA.

B. NFDA Requirements

In those States where the State Association recognizes Firms as its members, NFDA shall not accept a Firm owning Funeral Home Facilities in that State as a Firm Member unless such Firm is also a member of such State Association. In those States where the State Association recognizes Practitioners as its members, NFDA shall not accept a Practitioner engaged in funeral directing or embalming in that State as an Individual Member unless such Practitioner is also a member of such State Association. Notwithstanding the above, NFDA may accept into membership a Firm or Practitioner that is not a member of a State Association in the following two cases:

1. The Firm seeking membership owns one or more Funeral Home Facilities in a State where the State Association has elected the Choice Membership Option; or
2. The Practitioner seeking membership is engaged in funeral directing or embalming in a State where the State Association has elected the Choice Membership Option.

Article VII: Choice Membership Option

A. Adoption of Choice Membership Option

Any State Association may, subject to the restrictions and conditions set forth in this Article VII, adopt the Choice Membership Option. If the State Association adopts the Choice Membership Option, it is not required to comply with the partnership membership requirements found in Section A of Article VI. The Choice Membership Option shall become effective on January 1 of the year following the year in which the Choice Membership Option was adopted by the State

Association; provided, however, that the State Association shall provide written notice to NFDA that it has adopted the Choice Membership Option on or before July 1 of the year preceding the year in which the Choice Membership Option will go into effect.

B. Withdrawal of Choice Membership Option

Any State Association that has adopted the Choice Membership Option may withdraw that Option, but only upon the following terms and conditions:

1. The State Association has had the Choice Membership Option in place for a minimum duration of three (3) years; and
2. The withdrawal of the Choice Membership Option by the State Association is approved by the majority vote of the House of Delegates.

C. Grandfathering of NFDA Members

Any Firm Member or Individual Member of NFDA that was not a member of the State Association at such time as the State Association withdrew its Choice Membership Option is not required to become a member of the State Association in order to retain its, his or her Firm or Individual Membership in NFDA.

Article VIII: Officers

A. Establishment of Offices

The Officers of NFDA shall be the President, President-elect, Treasurer and Secretary. No person may be elected as an Officer nor continue to serve as an Officer unless such person is and continues to be throughout his or her entire term of office an Individual Member of NFDA. No two offices may be held at the same time by any one person.

B. Term of Office

Every Officer, except the President, shall be elected each year at the Annual Convention by the House of Delegates to serve for one (1) year or until his or her successor is elected and installed. Unless completing an unexpired term, the Officers may not succeed themselves. The Officers shall assume office following their installation at the Annual Convention at which they were elected. The President-elect shall, after completing his or her term, automatically succeed to the office of the President.

C. Election of Officers

The election of the Officers shall be by majority vote of the House of Delegates. Whenever there are more than two candidates for the same office and no candidate receives a majority of all votes cast, the candidate receiving the lowest vote shall be eliminated and another vote taken. In the event that there shall be two successive tie votes, the winner shall be decided by drawing lots. The method of drawing lots shall be determined by the Presiding Officer.

Article IX: House of Delegates

A. Establishment of the House of Delegates

There shall be a House of Delegates which shall serve as the representative body of the membership of NFDA. The primary responsibilities of the House of Delegates are as follows:

1. To grant State Association membership charters by the majority vote of the House of Delegates;
2. To elect the Officers of NFDA;

3. To revoke by a two-thirds (2/3) majority vote the membership charter of any State Association that does not, in the judgment of the House of Delegates, represent the Members of a particular State; and
4. To exercise all of the legislative powers and transact all the business of NFDA not otherwise provided for in the Constitution.

B. Composition of the House of Delegates

The House of Delegates shall be composed of the following members:

1. Each member of the Executive Board of NFDA;
2. Each Past President of NFDA who is a current NFDA member pursuant to Sections D or E of Article V;
3. The Policy Board Representative from each State or his or her designee, provided such designee is an Individual NFDA member; and
4. The Delegates or their duly qualified alternates from each State who are appointed by the State Association representing that State; provided that such Delegates or their alternates must be an Individual Member and may not be an NFDA Past President. If the State Association does not appoint Delegates to represent the State, NFDA shall appoint the Delegates for the State.

C. Number of Delegates

The number of additional Delegates a State shall receive shall be determined by the amount of dues paid to NFDA by the Members in that State. For every $5,500.00 or portion thereof in dues paid to NFDA from Members in a State, that State shall receive one (1) Delegate.

D. Term of Delegates

The term of each Delegate to the House of Delegates shall be for one (1) year beginning at the commencement of the Annual Convention and terminating at the commencement of the next Annual Convention.

E. Voting

Voting on matters coming before the House of Delegates shall be in accordance with the following terms and conditions:

1. Each member of the Executive Board and each Past President of NFDA shall be entitled to one (1) vote. Members of the Executive Board and Past Presidents must be present in order to vote. The votes of members of Executive Board and the Past Presidents are in addition to the votes of their respective States.
2. The votes of all the Delegates to which a State is entitled under Section C of this Article IX may be cast by the Delegates of that State who are present and voting.
3. In a contested election for an officer position, the vote shall be cast by secret ballot. One ballot shall be submitted by each State and shall list the votes of the Delegates from that State, the Policy Board Representative from that State, and any Past President or Executive Board members who are casting their votes with that State. If an election is not contested, the voting may be conducted by means other than a secret ballot.

Article X: Policy Board

A. Establishment of the Policy Board

There shall be a Policy Board of NFDA. The primary responsibilities of the Policy Board are as follows:

1. To establish positions for NFDA on external policy issues through a defined policy development process;
2. To elect the four (4) At-large Representatives to serve on the Executive Board;
3. To serve as the primary information conduit among NFDA, its State Associations and its Members;
4. To participate in strategic planning;
5. To adopt and amend from time-to-time the Code of Professional Conduct that will be binding upon all Firm Members, Individual Members, Retired Members, and Student Members as a condition of membership in NFDA; and
6. To ratify all proposed modifications to, and restatements of, the Mission Statement of NFDA.

B. Composition of the Policy Board

The Policy Board shall be composed of the following members:

1. The members of the Executive Board of NFDA; and
2. Individual Members designated by each State Association ("Policy Board Representative"). The State Association shall designate to NFDA in writing the name of the member of such State Association who shall serve as the Policy Board Representative for that State; provided, however, that each Policy Board Representative must at the time of such person's appointment to the Policy Board and at all times during his or her term thereon be an Individual Member of NFDA.

C. Term of Policy Board Representative

The term of each Policy Board Representative shall be for three (3) years. All terms shall commence at the conclusion of the Annual Convention and terminate at the conclusion of the Annual Convention held three (3) years later. Unless completing an unexpired term, no Policy Board Representative shall serve more than two (2) consecutive three-year terms. A Policy Board Representative who has served two (2) consecutive three-year terms may not be appointed to fill an unexpired term resulting from a vacancy until at least one (1) year has lapsed between the end of the individual's last three-year term and the date the vacancy is filled.

D. Staggered Terms for Policy Board Representatives

The terms of the Policy Board Representatives shall be staggered so that approximately one-third (1/3) of the terms are commenced each year. Notwithstanding Section C of this Article X, the staggering of the Policy Board shall be accomplished by having one-third (1/3) of Policy Board Representatives serve an initial one-year term and one-third (1/3) serve an initial two-year term. To initiate the staggering of the terms, the Policy Board Representatives designated by the State Associations to represent States at the conclusion of the 2004 Annual Convention shall serve the initial terms set forth in the following schedule. Following these initial terms, all subsequent Policy Board Representatives shall serve three-year terms as provided for in Section C of this Article X.

One-year term ending October 2005: Arizona, Alaska, Kansas, Minnesota, Mississippi, Montana, Nebraska, New Jersey, New York, Ohio, Oregon, Pennsylvania, South Dakota, Vermont, Virginia, West Virginia, Wisconsin.

Two-year term ending October 2006: Alabama, California, Connecticut, Florida, Hawaii, Louisiana, Maine, Maryland, Massachusetts, Michigan, Missouri, New Hampshire, North Carolina, Texas, Utah, Washington, Wyoming.

Three-year term ending October 2007: Arkansas, Colorado, Delaware, District of Columbia, Georgia, Idaho, Illinois, Indiana, Iowa, Kentucky, New Mexico, Nevada, North Dakota, Oklahoma, Rhode Island, South Carolina, Tennessee.

E. Voting

Each Policy Board Representative shall be entitled to one (1) vote on all matters coming before the Policy Board. Members of the Executive Board shall not have voting privileges on matters coming before the Policy Board, except that the Presiding Officer may cast the deciding vote in the event of a tie vote by the Policy Board Representatives.

F. Exclusion of Ineligible Policy Board Representative

This Policy Board may vote to exclude any individual designated by a State Association as its Policy Board Representative if the Policy Board determines by majority vote that such individual does not meet the eligibility requirements of this Article X.

Article XI: Executive Board

A. Establishment of the Executive Board

There shall be an Executive Board of NFDA. The primary responsibilities of the Executive Board are as follows:

1. To ensure that programs and strategies are developed to implement the positions taken by the Policy Board and the House of Delegates, and report on the same;
2. To oversee the operation of the programs and resources of NFDA;
3. To develop and authorize the annual budget of NFDA;
4. To approve or disapprove, on an interim basis and subject to later ratification by the House of Delegates, any application by an association of Firms or Practitioners for admission into NFDA Membership;
5. To act on behalf of the Policy Board and the House of Delegates when such organizations are not in session and, in the event the Executive Board acts on behalf of either such organization, to report within ten (10) days thereof the action taken by the Executive Board;
6. To adopt and amend from time-to-time the enforcement procedures governing the investigation and resolution of complaints before the Professional Conduct Committee;
7. To review any appeals from the decisions of the Professional Conduct Committee and to affirm, overturn, or modify these decisions;
8. To develop and propose for ratification by the Policy Board all modifications to, and restatements of, the Mission Statement of NFDA; and
9. To assume such other responsibilities as may be delegated to it by the House of Delegates, the Policy Board, or the Constitution and Bylaws of NFDA.

B. Composition of the Executive Board

The Executive Board shall be composed of the following nine (9) members:

1. The President, President-elect, Treasurer, Secretary and Immediate Past President of NFDA; and
2. Four (4) At-large Representatives, each of whom are elected by the majority vote of the Policy Board ("At-large Representatives"). The election of the At-large Representatives shall take place at the Leadership Conference. The terms of the four (4) At-large Representatives shall be staggered so that two (2) of the At-large Representatives are elected at each Leadership Conference. All At-large Representatives must, at the time of such person's election to the Executive Board and at all times during his or her term thereon, be an Individual Member of NFDA. During an At-large Representative's term on the Executive Board, such At-large Representative may not serve as a Policy Board Representative nor an Officer of NFDA.

C. Term of the At-large Representative

The term of each At-large Representative shall be for two (2) years commencing at the conclusion of the Annual Convention and terminating at the conclusion of the second proceeding Annual Convention. Unless completing an unexpired term, no At-large Representative shall serve consecutive terms on the Executive Board. In order for an At-large Representative to be nominated for an officer position during the first year of the two-year term, the At-large Representative must officially declare himself or herself a candidate for that office prior to June 1 of the year in which the election will be held. The term of any such At-large Representative who has officially declared himself or herself a candidate shall automatically terminate at the conclusion of the Annual Convention where the election took place.

Article XII: Annual Convention

NFDA shall hold its Annual Convention each year at the time and place selected by the Executive Board.

Article XIII: Amendments

This Constitution may be amended by a two-thirds (2/3) affirmative vote of the voting members of the House of Delegates. No amendment shall be presented and acted upon until written notice of the amendment has been sent to the State Associations or the amendment has been published in any NFDA publication of general circulation among NFDA membership at least thirty (30) days prior to the meeting at which it is presented for adoption. NFDA shall publish or otherwise disseminate a proposed amendment submitted by any member in a timely manner in order to comply with the notice and time requirements of this Article.