

**BYLAWS OF THE  
WEST VIRGINIA FUNERAL DIRECTORS ASSOCIATION, INC.**

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**BYLAWS OF THE  
WEST VIRGINIA FUNERAL DIRECTORS ASSOCIATION, INC.**

**ARTICLE I  
NAME**

The name of this organization shall be the West Virginia Funeral Directors Association, Inc.

**ARTICLE II  
OBJECTS AND PURPOSES**

Section 1. The objects and purposes of this association, organized as a Corporation under Section 501 (c)(6) of the Internal Revenue Code, are as follows:

- a. To promote the public welfare by cultivating progress and advancement in the arts and sciences of funeral directing and embalming, by means of education, science, ethical conduct and mutual fellowship.
- b. To properly inform the public with the duties, obligations and qualifications required of the funeral director and embalmer, and direct their attention to the relationships and advantages of enacting and enforcing proper, just, uniform and regulatory laws relating to the practices of the professions of funeral directing and embalming.
- c. To cooperate with public officials, The West Virginia Board of Funeral Directors, the hospitals, members of the medical, nursing and other professions in all matters of mutual interest, advantage and benefit to the public.
- d. To promulgate, disseminate and distribute to its members reports, treaties and other informational data on correct professional principles, professional conduct and to do all things advisable to elevate, safeguard and promote high professional standards between its members and the public.
- e. To foster and maintain high standards of character, integrity, and professional ethics in its membership.
- f. To encourage mutual improvement, friendly spirit and good will.
- g. To represent and safeguard the common interest of its members and otherwise endeavor to maintain high professional ideals and ethical practices in their relationships among each other and in providing high standards of service.

Section 2. This corporation shall have the power to purchase, lease or otherwise acquire, hold, sell or otherwise dispose of such real or personal property as may be necessary or convenient for carrying out the objects for which it is organized; it may take by gift, purchase, devise or bequest real and personal property for purposes appropriate to its creation.

Section 3. In addition to the express and implied powers hereinbefore granted, this corporation assumes all other statutory powers granted to bodies corporate under and by virtue of the laws of the State of West Virginia, applicable to corporations not for pecuniary profit; and shall have all powers necessary or incident to the convenient carrying out of the purposes for which it is organized.

ARTICLE III  
MEMBERSHIP AND DUES

Section 1. The memberships of this Association shall be of seven types; Firm, Active, Associate, Inactive, Affiliated, Honorary and Suppliers.

- a. Firm Membership: A Firm Membership in this Association may be granted to any sole proprietorship, partnership, company or corporation, in the State of West Virginia, which is actively, openly and lawfully engaged in the profession of funeral directing and/or embalming, when the owner, owners and/or employees are of good moral character, proficient, competent and ethical in their professional practices, and that at least one licensed person representing the Firm Membership is currently eligible for an Active Membership in this Association. Firm Memberships comprised of more than one funeral home, shall have an option as to the number and names of funeral homes to be submitted for a listing with the National Funeral Directors Association, upon payment of appropriate dues as specified in Article III Section 5 of the Association Bylaws, however, they shall not be entitled to any vote.

Firm Membership shall be listed in the name of the firm and shall have one vote at the Annual Meeting or any Special Meeting, with said vote being cast by an Active Member properly certified as representing the Firm Membership.

- b. Active Membership: An Active Membership in this Association may be granted to any duly licensed funeral director and/or embalmer, in the State of West Virginia, who is actively, openly and lawfully engaged in the profession of funeral directing and/or embalming, of good moral character, proficient, competent and ethical in his or her professional practices, provided that he or she is currently an owner, part owner, employee manager or licensed employee of a current Firm Membership and is an Individual Member of the National Funeral Directors Association.

Active Memberships shall be listed in the name of the licensed individual and shall show the name of the Firm Membership that he or she represents. The Active Member shall be eligible to attend all meetings of this Association and shall be entitled to all privileges of this Association.

- c. Associate Membership: An Associate Membership in this Association may be granted to any duly licensed funeral director and/or embalmer, in the State of West Virginia, who is actively, openly and lawfully engaged in the profession of funeral directing and/or embalming, of good moral character, proficient, competent and ethical in his or her professional practices, provided that he or she is not currently eligible for an Active Membership in this Association and is an Individual Member of the National Funeral Directors Association.

Associate Memberships shall be listed in the name of the licensed individual. The Associate Member shall be eligible to attend all meetings of this Association, be appointed to any standing or special committees, however, they shall not be eligible to hold elective office, nor shall they be entitled to any vote.

- d. Inactive Membership: An Inactive Membership in this Association may be granted to any duly licensed funeral director and/or embalmer in the State of West Virginia of good moral character, proficient, competent and ethical in his or her

professional practices and is not currently an owner, part owner, employee manager or employee of a current Firm Membership or a nonmember firm.

An Inactive Membership shall be listed in the name of the individual. The Inactive Member shall be entitled to all social and professional privileges of this Association, however, he or she may not vote, serve on standing or special committees of this Association nor hold any office in this Association.

- e. Affiliated Membership: An Affiliated Membership in this Association may be granted to:
  - a. Corporate officers
  - b. Owners
  - c. Part Owners
  - d. Employees

Affiliated Memberships shall be listed in the name of the individual and shall show the name of the Firm Membership where currently employed. The Affiliated member shall be eligible to attend all meetings of this Association, however, they shall not be eligible to hold elective office, be appointed to any standing committee nor shall they be entitled to any vote.

- f. Honorary Membership: Honorary Memberships may be listed in the name of those individuals who have made significant contribution to the funeral service profession through meritorious service. Candidates for this award may be presented to the Executive Board of this Association. Authorization of this award will require a quorum present and a majority of those present voting for the award.

Honorary Memberships may be presented once a year at the annual banquet at the West Virginia Funeral Directors Association convention. This award shall be made to the individual by the President of this Association. He or she shall be entitled to attend all meetings of this Association, provided however, he or she may not serve on any standing or special committees nor have any vote.

- g. Suppliers Membership: A Suppliers Membership in this Association may be granted to any sales representative or any firm providing funeral merchandise and properly doing business in the State of West Virginia and when granted, shall continue in full force and effect as long as appropriate membership dues, as determined by the Executive Board, shall be paid and said member continues as such sales representative. A Supplier Member, although not entitled to the benefits of other memberships, above, shall be entitled to group insurance participation.
- h. Retired Membership: A practitioner who has retired from active employment may become a Retired Member of the WVFDA by making written application to the Board of Directors of the WVFDA and paying the applicable dues as set forth by the WVFDA Board of Directors. A Retired Member shall be entitled to those membership privileges of the WVFDA that are made available to Active Members except that a Retired Member may not serve as an officer or as a District Governor of the WVFDA.

Section 2. Applications: Applications for all types of membership in this Association shall be made on forms furnished by the Association, signed by the applicant and must be

accompanied by the appropriate membership fees and dues. The applicant may become a member by a majority vote of the Executive Board of this Association.

Section 3. Fees and Dues: The fees and dues of the annual Firm Membership shall include payment of annual Active Memberships, Affiliated memberships, at least one Category I National Funeral Directors Association Membership, a Category II National Funeral Directors Association Membership for each Active Member not already covered by a Category I National Funeral Directors Association Membership, and one per capita dues for the district organization of this state, if eligible for such membership. The dues payment of an Associate member shall be the responsibility of the individual member and shall include annual Category II National Funeral Directors Association Membership dues. The Dues payment of an Inactive Member shall be the responsibility of the individual member. The amount of the dues for Associate and Inactive Memberships shall be set by the Executive Board annually. There shall be no dues fee for Honorary Memberships.

Section 4. The annual dues for all memberships shall be payable for a calendar year, commencing on January 1st and expiring on December 31st.

Section 5. The annual dues for all Firm Members shall be based on the number of funeral services conducted by the Firm Membership, including all locations of the Firm Membership, during the preceding calendar year, calculated on all cases for which the establishment is required to file a public record, exempting from dues calculations such items as baby and children cases using up to and including five foot caskets, ship-in cases, indigent cases and cases where the embalming only is contracted; in accordance with the schedule outlined below; plus the dues to be paid to the National Funeral Directors Association (NFDA) as established by NDFA.

Number of Services	State Dues	District Dues	Total State & District Dues
0-50	\$175.00	\$10.00	\$185.00
51-100	250.00	10.00	260.00
101-200	500.00	10.00	510.00
201-299	650.00	10.00	660.00
300-UP	1,000.00	10.00	1,010.00

The state dues may automatically increase each year by the percent amount of the National Cost of Living Index.

Section 6. Any member failing to pay dues within ninety days from January 1st, shall receive a Notice of Delinquency. If such arrears are not paid within thirty days thereafter, membership shall be forfeited.

Section 7. Transfer of Membership: Firm, Active, Associate, Inactive and Affiliated Memberships are transferable with the approval of this Association. Firm Memberships may be transferred when there is a change in name, change of ownership or change of both name and ownership. Active and Associate Memberships may be transferred from one Firm Membership to another Firm Membership. Inactive and Honorary Memberships may not be transferred. Application for change of membership shall be made in writing to this Association and upon approval by the Executive Board of this Association, membership certificates, membership cards and Association records shall be changed accordingly.

#### ARTICLE IV DISTRICTS

Section 1. There shall be five (5) districts established by the Association, as outlined in the schedule below, for the fulfillment of the purpose of the Association.

Potomac District

Berkeley  
Grant  
Hampshire  
Hardy  
Jefferson  
Mineral  
Morgan  
Pendelton

Tygart District

Barbour  
Gilmer  
Harrison  
Lewis  
Marion  
Monongalia  
Preston  
Randolph  
Taylor  
Tucker  
Upshur

Ohio District

Brooke  
Doddridge  
Hancock  
Marshall  
Ohio  
Pleasants  
Ritchie  
Tyler  
Wetzel  
Wirt  
Wood

Kanawha District

Boone  
Cabell  
Calhoun  
Jackson  
Kanawha  
Lincoln  
Logan  
Mason  
Mingo  
Putnam  
Roane  
Wayne

Greenbrier District

Braxton  
Clay  
Fayette  
Greenbrier  
McDowell  
Mercer  
Monroe  
Nicholas  
Pocahontas  
Raleigh  
Summers  
Webster  
Wyoming

Section 2. Membership:

- a. Each firm member of the Association shall be assigned to the geographic district in which the firm is located.

- b. A member may join another district in addition to the parent district with the approval of the proposed district.

Section 3. Powers: Each District may adopt bylaws for the conduct of its affairs provided they are not in conflict with the bylaws of the West Virginia Funeral Directors Association.

Section 4. Limitations of Power:

- a. No District may encumber the State Association with indebtedness nor assume any financial obligations in the name of the West Virginia Funeral Directors Association.
- b. No District or its officers may make public pronouncements in the name of the West Virginia Funeral Directors Association without prior authorization of the Executive Board of the West Virginia Funeral Directors Association.
- c. No District may adopt or endorse policies in conflict with the established policies of the West Virginia Funeral Directors Association.
- d. No District may commit the West Virginia Funeral Directors Association to a course of action or participation in any activities whatsoever.

## ARTICLE V OFFICERS

Section 1. The officers of the Association shall be a President, President-Elect, Vice-President, Treasurer and Secretary, all of whom shall be practicing funeral directors and/or embalmers and Active Members in good standing in this Association.

Section 2. Every officer, except the president, shall be elected annually at the Annual Meeting by a majority vote of the voting Active Members present and Certified as representing their respective Firm Membership, to serve for one year, or as otherwise provided, or until their respective successors shall be elected, appointed and qualified. All nominations for an office except those nominations submitted by the nominating committee and/or the Executive Board, shall be in writing and must be received in the Association office not less than thirty days prior to the election. The President-elect shall, after completing his or her term, automatically succeed to the office of the President. Elected Officers shall assume their duties at the close of the Annual Meeting.

Section 3. A member of this Association may hold an elective office while concurrently serving officially as a member of the West Virginia Board of Funeral Service Examiners only after members of the Executive Board shall meet and approve by two-thirds (2/3) vote. The member may on occasion refrain from voting, participate in discussions, on an issue that could affect their abilities to serve their respective positions.

Section 4. No member of this Association shall hold an elective office while concurrently serving officially as a member of the West Virginia Board of Embalmers and Funeral Directors.

Section 5. Any officer may be removed, either with or without cause, by a two-thirds (2/3) vote of the voting active members present and certified as representing their respective Firm Membership at the Annual Meeting or any Special Meeting.

Section 6. Any officer may resign at any time by giving written notice to the President or Secretary of the Association. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein.

## ARTICLE VI DUTIES OF OFFICERS

Section 1. President: The President shall preside over all meetings of this association and shall be entitled to vote, in case of a tie vote. The President shall be a member of the Executive Board and the Executive Committee and act as Chairman. The President shall preside at all meetings of the Executive Board, and shall be an ex-officio member of all state committees. With the consent of the Executive Board, the President shall have power to call special meetings of the Association and shall, in the absence of any provisions to the contrary in the Bylaws, appoint all Committees and Chairman thereof. The President shall make a report at the Annual Meeting of the transactions of his or her office and offer such recommendations as he or she deems proper. In addition, the President shall perform all such duties as are custom and parliamentary usage require.

Section 2. President Elect: The President Elect shall assist the President in the administration of the affairs of the Association, and shall be entitled to all voting privileges. The President Elect shall be a member of the Executive Committee and the Executive Board. During the absence of the President, or at the request of the President the President Elect shall officiate in his or her place. In case of death, resignation or removal of the President, the President Elect shall fill the vacancy.

Section 3. Vice-President: The Vice-President shall assist in the administration of the affairs of the Association, and shall be entitled to all voting privileges. The Vice-President shall be a member of the Executive Committee and the Executive Board. During the absence of the President and the President Elect, or upon request, the Vice-President shall officiate in place of the President or the President Elect.

Section 4. Secretary: The secretary shall be the custodian of the records of this Association, shall send, or cause to be sent, official notice of the Annual or Special Meeting(s) of the Association to all members and shall keep the minutes of all such meetings. The Secretary shall have the power to issue drafts and sign same only in the absence of the Treasurer. The Secretary shall conduct all matters pertaining to his or her office, keep receipts for all moneys received from every source, keep an accurate record thereof, submit all books, records and papers for audit and furnish a full and complete report of all transactions during his or her term of office at the Annual Meeting. The Secretary shall be entitled to all voting privileges and shall be a member of the Executive Board and the Executive Committee.

Section 5. Treasurer: The Treasurer of this Association shall be the custodian of all moneys, securities and other property belonging to the Association, and shall hold and disburse same subject to the direction and supervision of the Executive Board. The depository of the funds of this Association shall be designated by the Executive Board, and the Treasurer shall make a full and complete report of all transactions during his or her term of office at the Annual Meeting. The Treasurer shall be entitled to all voting privileges and shall be a member of the Executive Board and the Executive Committee.

Section 6. The Secretary and Treasurer may be one and the same member, but in all cases the offices shall be covered by a Fidelity Bond in such an amount and for such time as the



Executive Board shall decide, and the cost of which shall be authorized to be paid from the funds of this Association.

## ARTICLE VII DISTRICT GOVERNORS

- Section 1. There shall be one District Governor and an alternate from each constituent District Association. The duly elected President of a constituent District Association shall be the District Governor. All districts shall hold elections in April and in accordance with their respective bylaws. Newly elected District Governors shall take office at the close of the Annual Meeting of the State Association. The District Governors and alternates shall be Active Members in good standing in the State Association and shall not be eligible to serve as an elective officer in the State Association while serving as a District Governor or alternate. Qualifications for District Governors and alternates shall be the same as that for officers of the State Association. Districts shall have one vote on the Executive Board.
- Section 2. All State Association Past Presidents who are licensed Active or licensed Retired members and in good standing shall collectively have three votes at Association Executive Board meetings and shall be eligible to attend all functions of the State Association.
- Section 3. Any District Governor may be removed, either with or without cause, by a two-thirds (2/3) vote of the voting members present and certified as representing their respective Firm Membership at the Annual Meeting or any Special Meeting.
- Section 4. Any District Governor may resign at any time by giving written notice to the Secretary of the State Association. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein.

## ARTICLE VIII EXECUTIVE BOARD

- Section 1. This Association shall be governed by an Executive Board consisting of the Elected Officers, the District Governors and the Immediate Past President, and the Policy Board Representative to the National Funeral Directors Association.
- Section 2. The Executive Board shall meet at least two times each year, and on such other occasions, as may be directed by the President, or at the request of a majority of the Executive Board, and they shall have the power to transact any business that might legally come prior to the Annual Meeting or any Special Meeting of this Association. The Executive Board shall have the control and management of all funds until the time of calling of the next Annual Meeting or any special meeting.
- Section 3. The Executive Board shall be the trustees, and they alone held responsible for the property, business and policies of this Association, except that the custodianship of the records shall be delegated to the Secretary and the funds to the Treasurer.

- Section 4. The members of the Executive Board shall meet as the occasion may require, and they shall have power to elect by two-thirds (2/3) vote an Active Member in good standing to fill the unexpired term of one of the elective offices, and during such action the Chairman of the Executive Board, shall be the Immediate Past President, or in his or her absence, a member may be selected by a majority vote of those members present.
- Section 5. The Executive Board shall arrange the programs for the Annual Meeting and perform such duties as this Association may direct.
- Section 6. The Executive Board may employ an Executive Director and such other administrative personnel and equipment, as may be required to operate and maintain a State Office of this Association, and such personnel shall be covered by Fidelity Bonds, in such amounts as the Executive Board may direct.
- Section 7. The Executive Board shall have power to contract for the services of legal counsel, who shall represent this Association at such time and place as may be required.
- Section 8. No Officer, District Governor, or member of this Association shall obligate this Association either financially or otherwise to any individual, firm or corporation without first having the approval of the Executive Board or a two-thirds vote of the voting Active Members present and certified as representing their respective Firm Membership, at any Annual Meeting or Special Meeting.
- Section 9. A simple majority of members of the Executive Board in attendance at a prescribed meeting shall constitute a quorum, provided that at least two such members be elective officers.
- Section 10. All State Association Past Presidents who are licensed Active or license retired members and in good standing shall collectively have three votes at Association Executive Board Meetings and shall be eligible to attend all functions of the State Association.
- Section 11. The Executive Board shall appoint an Active Member to serve as the Association's Representative to the Policy Board of the National Funeral Directors Association. The term of the Policy Board Member shall be for three years and he or she may be re-appointed for no more than one successive three-year term. The Executive Board shall have the authority to remove by a two-thirds (2/3) vote the Policy Board Representative with or without cause.

#### ARTICLE IX EXECUTIVE COMMITTEE

The elective officers and the Immediate Past President shall constitute the Executive Committee. The Executive Committee shall meet as directed by the President or at the request of two or more members of the Executive Committee. The Executive Committee shall coordinate the work of the Executive Board and act in their name in the interim between meetings of the Executive Board. The Executive committee may not fill vacancies in the Executive Board or the Executive Committee or amend the Articles of Incorporation or any Policy of the Association. The Executive Committee may authorize expenditures, not to exceed Five Thousand Dollars (\$5,000.00), if it is deemed such action is of such urgency that delay of such action would not be in the best

interest of the Association. All actions of the Executive Committee shall be reported at the Executive Boards next succeeding meeting.

## ARTICLE X MEETINGS

Section 1. The Annual Meeting of this Association shall be held not later than June 30th of each calendar year, and shall continue in session not less than two days, at such time and place as the Association may determine either during the preceding Annual Meeting or as determined by the Executive Board. If it becomes necessary, for any reason, to change the time and place of the Associations Annual Meeting, the Executive Board may by a majority vote, change the time and place of such meeting, provided such action is taken not less than ninety days prior to the revised dates and prompt notice furnished the members of such change.

Section 2. Special meetings of this Association may be held at the call of the President, who shall previously obtain the majority consent of the Executive Board, or by a majority vote of the Executive Board. A minimum of Thirty Days (30) notice shall be given the members of the Association.

Section 3. A quorum for the transaction of any business shall consist of 15 voting Active Members present and certified in attendance at any Annual or Special Meeting.

## ARTICLE XI DISCIPLINARY PROCEDURE

If a complaint is filed alleging a violation of the Bylaws of this Association, unethical conduct or any misconduct by any type of member or membership of the Association, it shall be processed in accordance with the "Rules for Disposition of Complaints by the Ethics Committee".

## ARTICLE XII COMMITTEES AND DUTIES

Section 1. Standing Committees: The Standing Committees of this Association shall consist of not less than five Active and/or Associate Members in good standing as may be appointed by the President and one of which shall be appointed as Committee Chairman. Such standing committees shall perform their duties and responsibilities and make reports as may be required at a Annual Meeting or Special Meeting of this Association, or to the Executive Board. The standing committees shall be:

- a. Membership Committee
- b. Legislative Committee
- c. Memorial Committee

Section 2. Audit and Budget Committee: The President with the approval of the Executive Board, shall appoint an Audit and Budget Committee, consisting of three Active Members of this Association, one of whom shall be designated Chairman by the President. The Audit and Budget Committee shall be responsible for the submission of an annual

budget to the Executive Board, for the audit of the accounts of the Secretary and Treasurer and for making a report at the Annual Meeting of this Association.

- Section 3. Ethics Committee: The President, with the approval of the Executive Board, shall appoint a Ethics Committee, consisting of one Active and/or Associate Member from each constituent District Association and it shall be their duty and responsibility to investigate charges and complaints.
- Section 4. Bylaws Committee: The President, with the approval of the Executive Board, shall appoint a Bylaws Committee, consisting of three Active Members of this Association. The Committee shall review all amendments submitted and edit for composition, consolidate similar amendments for joint proposal subject to acceptance by the proposer(s), have the right to originate amendments and submit proposed amendments to the bylaws as provided in Article XV of these bylaws together with the committee's recommendations for action.
- Section 5. Nominating Committee: The President, with the approval of the Executive Board, shall appoint a Nominating Committee, consisting of at least three (3) Active Members of this Association. The Nominating Committee shall submit a slate of candidates for Officers of this Association in accordance with Article V Section 2 of the Bylaws of this Association.
- Section 6. Special Committees: The President, with the approval of the Executive Board, shall appoint special committees as may be required and their duties, responsibilities and duration of appointment shall be as announced in their notifications of such appointment, by the president.
- Section 7. All committees shall be formed by proper authority, and shall function as directed by the Committee Chairman. No committee shall obligate the Association or negotiate any binding agreements, unless proper authority has been delegated by the Executive Board, or as may be directed by a majority vote of the voting Active Members present and certified as representing their respective Firm Membership, at an Annual Meeting or any Special Meeting of this Association.

### ARTICLE XIII PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the proceedings of The West Virginia Funeral Directors Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that the Association may adopt.

### ARTICLE XIV INDEMNIFICATION

Each person who is or was a Member of the Executive Board, Executive Committee or an Employee of this Association, including the heirs, executors, administrators of the estate of such person, shall be indemnified by the Association to the full extent permitted by law, against any liability, cost or expense incurred by him or her in their capacity as a Member of the Executive Board or Executive Committee. The Association shall be obligated to maintain insurance, at its expense, to protect itself and any such person against any such liability, cost or expense.

ARTICLE XV  
AMENDMENTS

The Association may amend these Bylaws at any Annual Meeting or Special Meeting by a two-thirds vote of the number of voting Active Members present and certified as representing their respective Firm Membership at such meetings provided, however, that all proposed amendments shall be reduced to writing, and a copy mailed to each Firm Member, in good standing, thirty days prior to such meeting.

Amended June 2016