



BYLAWS OF THE WEST VIRGINIA FUNERAL DIRECTORS and CREMATORY OPERATORS ASSOCIATION, INC.

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ARTICLE I

Name

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

ARTICLE I

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 and cremation processes, 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, embalmer, crematory operators 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 Service Examiners, 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 herein before 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 Supplier/Preferred Provider.

- 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, and cremation processes when the owner, owners and/or employees are of good moral character, the owner or LIC having never been convicted of a felony, 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, Firm membership shall be listed in the name of the firm and have two votes 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 service licensee or crematory operator in the State of West Virginia, who is actively, openly and lawfully engaged in the profession of funeral directing and/or embalming or cremation processes and who is of good moral character, the crematory owner or crematory operator in charge having never been convicted of a felony, 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 with the exception of crematory operators that are ineligible for membership in NFDA. The active member shall be eligible to attend all meetings of this Association and shall be entitled to all privileges of his Association to include a vote in the annual meeting or special meeting.
- c. **Inactive/Retired Membership:** An Inactive/Retired Membership in this Association may be granted to any duly licensed funeral director, funeral service licensee or crematory operator in the State of West Virginia of good moral character, never been convicted of a felony offense, 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 will not have a vote at the annual meeting or special meeting, may not serve on standing or special committees of this Association or hold any office in this Association.
- d. **Affiliated Membership:** An Affiliated Membership in this Association may be granted to:
 - Corporate officers
 - Owners

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 members 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.

- e. **Honorary Membership:** Honorary Memberships may be listed in the name of those individuals who have made significant contributions to funeral service profession through meritorious service. Candidates for this award may be presented to the Board of Directors 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 and Crematory Operators 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.
- f. **Supplier and Preferred Provider Membership:**
 - 1. Supplier Membership in this Association may be granted to a sales representative or any firm providing funeral merchandise or service and properly doing business in the State of West Virginia and when approved by the BOD, shall continue in full force and effect as long as appropriate membership dues, as determined by the Board of Directors, shall be paid.
 - 2. Preferred Provider Memberships may be granted to a sales representative or firm approved by the BOD as long as the Preferred Provider contract is in effect and sponsorship monies paid.
 - 3. In no case shall a supplier or a preferred provider membership be given that would be counter productive to the WVFDCOA's mission, objectives, purposes or would be financially harmful to WVFDCOA, the WV Pre-Need Funeral Trust or any subsidiaries of the WVFDCOA.
 - 4. Preferred Providers have only one representative per sales category. Supplier Members can have unlimited per sales category, all upon BOD approval.
 - 5. Supplier and Preferred Provider Members are not eligible to hold elective office, to be appointed to any committee and shall not be entitled to any vote.

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 Board of Directors of this Association.

Section 3. Fees and Dues: The fees and dues of all annual Membership shall include payment of dues for the WVFDCOA and NFDA where applicable. The dues payment of an Inactive/Retired member shall be the responsibility the individual member as determined by the membership dues policy established by the Board of Directors. There shall be no dues fees 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 Membership shall be determined by the Board of Directors of the Association of the WVFDCOA and NFDA annually through a policy established by the Board of Directors in December of the preceding year and indicated on the renewal form. 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 in the Association shall be forfeited.

Section 6. Transfer of Membership: Firm, Active, 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 Memberships may be transferred from one Firm Membership to another Firm Membership. Inactive/Retired 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 Board of Directors of this Association, membership certificates, membership cards and Association records shall be changed accordingly.

Section 7. An eligible member hereafter referenced as a Firm Member, or Active Member with voting privileges as previously outlines in Article III, Section 1.

ARTICLE IV

Officers

Section 1. The officers of the Association shall be a President, President-Elect, Vice-President, Treasurer and Secretary, all of whom shall be funeral service licensee, funeral director or certified crematory operator and an eligible member in good standing in this Association. Only one of the offices may be held by a crematory operator at any given time.

Section 2. Every officer, except the president, shall be elected annually at the Annual Meeting by a majority vote of the eligible members present and Certified as representing their 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 Board of Directors, 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. No member of this Association shall hold more than one elective office at the same time, and no officer shall hold the same office for more than two years in succession, except those offices of the Secretary and Treasurer and both of these offices may be held by one eligible member concurrently.

Section 4. A member of this Association may hold an elective office while concurrently serving officially as a member of the West Virginia Board of Funeral Services Examiners only after members of the Board of this association shall meet and approve two-thirds (2/3) vote. The member may on occasion, refrain from voting or participate in discussions regarding an issue that could affect their abilities to serve their respective positions.

Section 5. Any officer may be removed, either with or without cause, by a two-thirds (2/3) vote of the voting eligible members present and certified as representing their respective 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 V

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 Board of Directors and the Executive Committee and act as Chairman. The President shall preside at all meetings of the Board of Directors and shall be an ex-officio member of all state committees. With the consent of the Board of Directors, 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 Board of Directors. 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 Board of Directors. 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 Board of Directors 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 Board of Directors 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 Board of Directors shall decide, and the cost of which shall be authorized to be paid from the funds of this Association.

ARTICLE VI

Executive Board

Section 1. This Association shall be governed by an Executive Board of Directors consisting of the Elected Officers, and the Immediate Past President.

Section 2. The Board of Directors 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 Board of Directors, and they shall have the power to transact any business that might legally come prior to the Annual Meeting or any Special Meetings of this Association. The Board of Directors shall have control and management of all funds until the time of calling of the next Annual Meeting or any special meeting.

Section 3. The Board of Directors shall be the trustees, and they alone hold 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 Board of Directors shall meet as the occasion may require, and they shall have power to elect by two-thirds (2/3) vote an eligible Member in good standing to fill the unexpired term of one of the elective offices, and during such action the Chairman of the Board of Directors, 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 Board of Directors shall arrange the programs for the Annual Meeting and perform such duties as this Association may direct.

Section 6. The Board of Directors 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 Board of Directors may direct.

Section 7. The Board of Directors 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, 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 Board of Directors or a two-thirds vote of the voting eligible Members present and certified as representing themselves or their respective firm membership, at any annual meeting or special meeting.

Section 9. A simple majority of members of the Board of Directors 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 licensed inactive/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.

ARTICLE VII

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 Board of Directors and act in their name in the interim between meetings of the Board of Directors. The Executive committee may not fill vacancies in the Board of Directors 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 VIII

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 Board of Directors. If it becomes necessary, for any reason, to change the time and place of the Associations Annual Meeting, the Board of Directors 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 Board of Directors, or by a majority vote of the Executive Board. A minimum of Thirty Days (30) notice shall be given to the members of the Association.

Section 3. A quorum for the transaction of the annual business meeting shall consist of 15 voting eligible Members present and certified in attendance at the Annual Meeting.

ARTICLE IX

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 X

Committees and Duties

Section 1. Standing Committees: The Standing Committees of this Association shall consist of not less than five eligible 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 an Annual Meeting or Special Meeting of this Association, or to the Board of Directors. 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 Board of Directors, shall appoint an Audit and Budget Committee, consisting of three eligible 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 Board of Directors, 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 Board of Directors, shall appoint 3 members to the Ethics Committee, and it shall be their duty and responsibility to investigate charges and complaints.

Section 4. Bylaws Committee: The President, with the approval of the Board of Directors, 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 XIV of these bylaws together with the committee's recommendations for action.

Section 5. Nominating Committee: The President, with the approval of the Board of Directors, shall appoint a Nominating Committee, consisting of at least three (3) eligible Members of this Association. The Nominating Committee shall submit a slate of candidates for Officers of this Association in accordance with Article IV Section 2 of the Bylaws of this Association.

Section 6. Special Committees: The President, with the approval of the Board of Directors, 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 Board of Directors, or as may be directed by a majority vote of the voting eligible Members present and certified as representing their respective Firm Membership, at an Annual Meeting or any Special Meeting of this Association.

ARTICLE XI

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 and Crematory Operators 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 XII

Indemnification

Each person who is or was a Member of the Board of Directors, 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 Board of Directors 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 VIII

Amendments

The Association may amend these Bylaws at any Annual Meeting or Special Meeting by a two-thirds vote of the number of voting eligible 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 provided to each Member, in good standing, thirty days prior to such meeting.

Amended and Approved June 5, 2023