

# INDEPENDENT FUNERAL HOMES OF VIRGINIA BY-LAWS

## ARTICLE I. NAME

The name and title of the organization shall be the Independent Funeral Homes of Virginia, Incorporated, herein referred to as the Association.

## ARTICLE II. MEMBERSHIP

### Section I - Membership Requirements

Membership in the Association shall consist of men and women of good moral character. These persons must also meet the requirements for membership in the Association as determined by the Board of Directors of the IFHV.

### Section II - Membership Classes

A. Member Firm - Funeral establishments which meet the definition of "independent" as defined below, or as may be determined by the Board of Directors of the IFHV. Branch establishments will not be entitled to separate memberships.

B. Individual Members - Individuals who meet requirements *for* certification by the Virginia Board of Funeral Directors and Embalmers, or who are employed full-time in a management or executive capacity by a member firm, and meet the definition of "independent" as defined below or as may be determined by the Board of Directors of the IFHV.

C. Honorary Members - Persons of distinction who have rendered outstanding service to the Association.

D. Associate Members - Companies, other groups, institutions or persons who wish to affiliate with the Association.

E. Such other members as shall be decided by the Board of Directors.

### Section III - Definitions

#### A. Independent

Only persons or companies meeting the definition of independent shall be eligible *for* membership. A firm shall be deemed to be independent unless its shares, or parent company's shares, are publicly traded or the parent firm is deemed to be an "acquisition" company.

#### B. Acquisition Company

A company whose sole purpose is the purchase and operation of existing funeral establishments, or construction and operation of new funeral establishments, as units of a regional or national corporation.

#### Section IV - Membership Applications

All application for membership shall be made in writing on an application form provided by the Association. The applications will be reviewed and approved or rejected by the Executive Director and/or Chairman of the Membership Committee. All rejected applications shall be reviewed by the Board for final determination.

#### Section V- Membership Dues

That dues invoices be provided to all members during the first week of December of each year in which the invoice shall clearly state that dues are due and payable by January 1 of the calendar year. A "past due" notice shall be provided at the end of the first week of January to those members who have failed to remit dues by that date. Should dues remain unpaid, a certified letter shall be sent, during the first week of February, to those members in arrears advising them that failure to remit full payment by February 28 shall result in automatic suspension of membership and membership benefits on March 1.

### **ARTICLE III. OFFICERS**

#### Section I - Offices to be filled

Elected officers of the Association include: President, President Elect, VicePresident, Secretary, Treasurer and five of Directors.

#### Section II - Term of Office

A. The term of office for President and Vice-President shall be one year.

B. The term of office for Secretary/Treasurer shall be two years. The Board of Directors, at their discretion shall have the authority, if deemed necessary by the Board, to divide the Secretary/Treasurer position into two separate positions, one as Secretary and one as Treasurer. Should such occur, the Board shall select the Treasurer whose term shall coincide with that of the Secretary.

C. The Term of office for Directors shall be two years, with two elected in even years and three to be elected in odd years.

D. Officers and Directors shall be eligible to stand for reelection to one successive term in his/her office.

#### Section III - Eligibility and Qualifications of Candidates

All Individual Members, who are members in good standing sixty days prior to the elections, shall be eligible to stand as candidates.

#### Section IV - Declaration of Candidacy

All candidates must declare intent to run for elected officers or directors of the Association sixty days prior to the appointed date of election.

## Section V - Ballots

The Executive Director shall, by mail, distribute a ballot to each Member Firm prior to the Annual Meeting. Each Member Firm, regardless of number of branches, will be entitled to one vote in Association elections. The Board of Directors shall establish all rules and regulations governing the el- Election Date The election of the Officers and Directors of the Association shall be held at the Annual Meeting.

## Section VII - Vacancies

A. In the event of a vacancy in the office of President, the Vice-President shall become the President to serve the unexpired term. If at the time a vacancy in the office of Vice- President occurs and the Secretary/Treasurer position has been divided into two positions, the Secretary shall fill the vacant Vice-President's position.

B. In the event of a vacancy in the office of Vice-President, the Secretary/Treasurer shall become the Vice-President to serve the unexpired term.

C. In the event of a vacancy in the office of Secretary/Treasurer, the office shall be filled by a vote of the majority of the members of the Board of Directors as follows:

1. Less than one year remaining in term: the office shall be filled for the unexpired term by a vote of the majority of the members of the Board of Directors.

2. More than one year remaining in term: the office shall be filled for the unexpired term by a vote of the majority of the members of the Board of Directors until the next annual meeting, at which a special election can be held to fill out the unexpired term.

D. All other vacancies occurring in the Board of Directors shall be filled for the unexpired term by a vote of the majority of the remaining members of the Board of Directors.

## **ARTICLE IV. - BOARD OF DIRECTORS**

### Section I - Officers of the IFHV

Officers of the IFHV shall be the following:

1. President
2. Vice-President
3. Secretary/Treasurer, or as permitted by Article III, Section II, B, a Secretary and additionally a Treasurer.
4. Immediate Past President

### Section II - Directors

## **ARTICLE V. - DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS**

Without prejudice to the powers conferred by these By-Laws, it is expressly declared that the Board of Directors shall have the following powers:

- A. To appoint and employ, and at its discretion to remove and suspend, permanently or temporarily, such officers, managers, subordinate managers, assistants, clerks, and agents as it may, from time to time, choose, and to determine and fix their s
- B. To determine who shall be authorized to sign on the Associations behalf, bills, receipts, endorsements, checks, releases, contracts and documents.
- C. To recommend to the membership such charges, dues and/or assessments as it may deem advisable for the purpose of furthering the Association's objectives.
- D. To fill all vacancies occurring in their number between annual elections.

## **ARTICLE VI. - MEETINGS OF THE BOARD OF DIRECTORS**

### **Section I**

The Board of Directors shall meet at least four times a year, or more frequently at the discretion of the President of the IFHV.

### **Section II**

All Board members shall have a copy of the Agenda prior to the start of the Board of Directors meeting.

### **Section III**

An absolute majority of the members of the Board shall constitute a quorum for the purpose of transacting business.

## **ARTICLE VII. - DUTIES OF THE EXECUTIVE DIRECTOR**

- A. Exercise general management over the activities and operations of the state office and ensure that services are rendered to members in a timely and effective manner.
- B. Develops specific procedures for implementing Board directives.
- C. Maintains a planning process that promotes Association goals and objectives.

## **ARTICLE VIII. - MEETING OF THE MEMBERSHIP**

### **Section I - Annual Meeting**

The Board of Directors shall designate the time and place of the annual meeting of the IFHV. the membership shall be advised of the annual meeting at least ninety days prior to the selected date. No business shall be addressed at this meeting that is not on the Agenda.

## Section II - Special Membership Meetings

Special membership meetings may be called by the President of the Association, upon order of the Board of Directors or upon written request to the President of at least fifteen members of the Association. the object of special meetings shall be stated in the call, and no other business shall be transacted. Notice of special meetings shall be transmitted by mail no less than thirty days prior to such meetings.

## Section III - Quorum

Twenty-five percent of the total membership shall constitute a quorum at any meeting of the Association.

## Section IV - Proxy

If a member is unable to vote in person at any membership meeting, they shall be able to request another member in good standing to act as their proxy.

# **ARTICLE IX. - DUTIES OF THE OFFICERS**

## Section I - President

The President shall preside at all business meetings of the Association and of the Board of Directors.

A. The President shall make, to the annual meeting of the IFHV, a full report of the year's activities.

B. The President shall establish all committees of the Association and shall designate the chair thereof, subject to the approval of the Board of Directors.

## Section II - Vice President

The Vice President shall assume the duties of the President in his absence.

## Section III - Secretary/Treasurer

The Secretary/Treasurer, of if such position is divided, then the Secretary will keep minutes of all meetings of the Association and be responsible to see that the original copies of all documents, records and correspondence is sent to the Executive Office for permanent storage The Secretary/Treasurer , or if such position is divided, then the Treasurer, shall also maintain accurate records of the financial status of the IFHV and make reports of the financial status of the Association to the Board of Directors at Board meetings and annually to the membership.

## Section IV - Immediate Past President

Upon completion of his/her term of office, the President shall assume the office of Immediate Past President and shall serve as a member of the Board of Directors for a term of one year.

## **ARTICLE X. - STANDING COMMITTEES**

### Section I

Standing Committee chairs shall be appointed by the President. Other committee members shall be selected by the respective chairmen, subject to approval of the Board of Directors.

### Section II

The Standing Committees of the IFHV shall be:

1. Legislative and Governmental Affairs
2. Membership
3. Purchasing Alliance

### Section III

The Standing Committees will be responsible for the performance of duties and functions delegated to them, hold regular meetings, and make reports of activities at each Board of Directors meeting.

## **ARTICLE XI. - AMENDMENTS**

The By-Laws may be amended, altered or rescinded by a majority vote of the Board of Directors at any scheduled Board meeting or at any regular or special membership meeting, subject to ratification of the membership at the next annual meeting or within 60 days, by mail ballot, whichever occurs first.