

**BYLAWS**  
**OF THE**  
**ARKANSAS FUNERAL DIRECTORS**  
**ASSOCIATION, INCORPORATED**  
**(Adopted August 14, 2003)**  
**(Revised February 27, 2016)**

## **BYLAWS**

### **ARTICLE I**

#### **NAME**

This Association shall be known as: **ARKANSAS FUNERAL DIRECTORS ASSOCIATION.**

### **ARTICLE II**

#### **PURPOSES**

The purposes of the Association are:

- A. To establish, cultivate, and promote programs and policies that mark the passage of life with dignity and ceremony and that meet with sensitivity the special needs of those who survive.
- B. To establish and maintain programs and policies which advocate and promote the public confidence and consumer satisfaction in connection with pre-need funeral arrangements.
- C. To cultivate and promote the art and science of funeral directing and embalming and to educate and train funeral service professionals to enable them to appropriately serve the public during the time of death and bereavement.
- D. To foster and maintain the highest professional standards for the proper care of the dead and to continuously seek and implement new and improved methods and procedures for the proper care of the dead.

- E. To uphold all laws and regulations pertaining to funeral services.
- F. To write, publish, provide and disseminate materials and programs for its members and the public to promote the above-mentioned purposes.
- G. To do all other acts necessary or expedient for the administration of the affairs of the Association and attainment of the above-mentioned purposes. In addition, the Association shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any all lawful acts and things and to engage in any and all lawful activities, which may be conducted by a corporation not for profit under the Arkansas Nonprofit Corporation Act of 1993. (§4-33-101 et. seq.) Notwithstanding anything herein to the contrary, the Association shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(6) of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they may be hereunder amended from time to time.

### **ARTICLE III**

#### **NON-DISCRIMINATION POLICY**

The Association shall not discriminate against any person on the basis of race, color, religion, age, sex, national origin, or disability.

### **ARTICLE IV**

#### **MEMBERS**

The membership of the Association shall consist of the following three (3) classes:

- A. **Firm Members:** Funeral homes duly licensed under the laws of the State of Arkansas that pay dues in accordance with the dues schedule approved by the Board of Directors of the Association shall be eligible for membership as a Firm Member. Such applicants may become Firm Members of the Association by a majority vote of the members of the Board of Directors present at any regular or special meeting of the Board. An application will be considered only upon a report by a member of the Membership Committee and by a member of the Board of Directors of the Association from the district in which such applicant resides. Each Firm Member shall be entitled to one vote, which vote shall be cast by a duly authorized officer or other duly authorized representative of the Firm Member.
- B. **Individual Members:** All funeral directors and embalmers who are duly licensed under the laws of the State of Arkansas shall be known as Individual Members and shall be entitled to receive those benefits which the Association makes available to such Individual Members. Individual Members may serve as directors, officers or members of any committee of the Association unless otherwise provided in the Bylaws of the Association.
- C. **Associate Members:** The following individuals shall be eligible for Individual Associate Membership in the Association:
1. Funeral directors, duly licensed under the laws of the State of Arkansas, who are retired from full-time work in the profession of funeral directing and who are not owners of or are not employed by a Firm Member;
  2. Widows and widowers of deceased Individual Members or of deceased Associate Members who are members in good standing of the Association upon their death;

3. Trade embalmers licensed under the laws of the State of Arkansas;
  4. Funeral directors and embalmers licensed under the laws of the State of Arkansas who are not presently engaged in the profession of funeral directing.
  5. Those persons who meet the requirements for Associate Membership under this Paragraph C may become Associate Members of the Association by a majority vote of the Board of Directors present at any regular or special meeting of the Board. An application for such Associate Membership will be considered only upon a report by a member of the Membership Committee and by a member of the Board of Directors of the Association from the district in which such applicant resides. Associate Members under this Paragraph C do not possess the right to vote, except that an Associate Member may cast the vote of a Firm Member on whose behalf such Associate Member is duly authorized to vote. All Associate Members in good standing under this Paragraph C may participate in all activities of the Association, except as otherwise provided in the Bylaws of the Association.
- D. The board may as it deems beneficial to the organization create other non-voting membership categories.

## **ARTICLE V**

### **MEETINGS OF THE MEMBERS OF THE ASSOCIATION**

- A. **Annual Meeting:** The Association shall hold an Annual Meeting of the members of the Association each year at such time and place within the State of Arkansas as may be selected by the Board of Directors. Written notice of the Annual Meeting shall be given to the members of the Association by personal delivery, newsletter, fax, email or mail at least 30 days before the Annual Meeting and such

written notice shall specify the time, place and purpose of the Annual Meeting.

- B. **Special Meetings:** A special meeting of the members of the Association may be held at any time and place within the State of Arkansas, upon the call of (1) the President, (2) the President-Elect, (3) any seven members of the Board of Directors, or (4) any twenty Firm Members. Written notice of a special meeting of the members of the Association shall be given to the members of the Association by personal delivery, newsletter, fax, email or mail at least 14 days before the special meeting, and it shall specify the time, place and purpose of such meeting.
- C. **Quorum and Required Vote:** Twenty Firm Members shall constitute a quorum for such meeting. Unless provided otherwise in the Bylaws of the Association, the act of a majority of the voting Firm Members present at any meeting of the members of the Association at which a quorum is present shall be necessary for any action.

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

- A. **Composition:** The Board of Directors shall consist of the following persons, all of whom must be Firm or Individual Members in good standing of the Association under Paragraph B of Article IV herein:
  - 1. The duly elected officers;
  - 2. The immediate Past President, who shall serve for one year immediately following his or her tenure of office as President; serving at-large;

3. The Policy Board Representative from the State of Arkansas serving on the Policy Board of the National Funeral Directors Association; serving at-large;
4. The sitting President; serving at-large;
5. One district representative, each a designated officer, from each of the four districts set forth below, each of whom shall serve until their successors have been chosen and qualified. For purposes of representation on the Board of Directors under this Subparagraph A (5), each district shall be comprised of the Firm and Individual Members of the Association located within the geographic areas of such district. Any vacancies among the district representatives may be filled by the Board for the unexpired term. The State of Arkansas shall be divided into four districts, which shall always be aligned geographically with the Congressional District map for the US House of Representatives; consisting of the following:

DISTRICT

- First
- Second
- Third
- Fourth

- B. **Functions and Duties:** The Board of Directors shall manage and control the affairs and all funds of the Association and its committees. The Board of Directors shall have the power and responsibility to: (1) employ such personnel as necessary and desirable to operate the Association efficiently; (2) require bonding of any person who handles the funds of the Association; (3) set the annual dues, publish the dues schedule each year, and provide for late fees and reinstatement fees and policies; (4) perform such duties as are prescribed by law governing directors of

corporations; and (5) perform such other duties as may be directed by the members of the Association.

- C. **Meetings:** The Board of Directors of the Association shall meet at least once per year in conjunction with the Annual Meeting of the members, and at such other regular meetings as the Board schedules. The regular meetings of the Board of Directors shall be held at such place within the State of Arkansas, as may from time to time be fixed by resolution of the Board. A special meeting of the Board of Directors may be held at any time at such place within the State of Arkansas, upon the call of the President, or any seven members of the Board of Directors, who shall direct the Secretary to give written notice of the special meeting by personal delivery, telegram, fax, email, or mail at least seven days before such meeting, which notice, unless provided otherwise by the Bylaws, need not specify the purposes of the meeting. The President of the Association, or in the President's absence, the President-Elect of the Association, shall preside at all meetings of the Board of Directors. The Secretary of the Association shall serve as secretary to the Board of Directors. The most recent edition of Robert's Rules of Order shall govern all meetings of the Board of Directors for Parliamentary Procedure.
- D. **Quorum and Required Vote:** The presence at a meeting of a majority of the members of the Board of Directors shall constitute a quorum, but no action required by law to be authorized or taken by a specified proportion or number of Directors may be authorized or taken by a lesser proportion or number of Directors. All Directors, whether or not elected by the members of the Association, shall be counted for quorum purposes and shall have one vote. Except as provided otherwise in the Bylaws of the Association, the act of a majority of the Directors present at a meeting at which a quorum is present is the act of the Board of Directors.



## ARTICLE VII

### OFFICERS

- A. **Officers:** The officers of the Association shall be a President, a President-Elect, a Vice President, a Treasurer, and a Secretary, all of whom shall be Individual Members or the designated representative of a Firm Member.
- B. **Election and Term:** Such officers shall be elected at the Annual Meeting of members by a majority vote of the Firm Members present, and shall hold office for one (1) year, or until their successors are chosen and qualified. Whenever there are more than two (2) 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 (2) consecutive tie votes, the winner shall be decided by drawing lots. The method of drawing lots shall be determined by the President. No member of the Association shall hold more than one elected office at the same time.
- C. **Vacancies:** Any vacancy among the officers, except as otherwise provided herein or in the Bylaws, may be filled by a majority vote of the Directors present at any meeting at which a quorum is present.
- D. **Removal:** Any officer and the Immediate Past President may be removed from office at any time, for cause or for no cause at all, upon the vote of the two-thirds of the Board of Directors.
- E. **Duties of the President:** The President shall:
1. Serve as the chief executive officer of the Association; preside at all meetings of the Association, the Board of Directors, and the Executive Committee. He or she shall serve as ex-officio member of all committees.

2. Appoint necessary committees and their members, with the consent of the Executive Committee, except as otherwise provided by the Bylaws.
3. See that lawful orders and resolutions of the members of the Association, the Board of Directors, and Executive Committee are carried out.
4. Report on the affairs of the Association, offer such recommendations, as he or she deems proper at the Annual Meeting.
5. Perform such other duties as may be directed by the Board of Directors.

**F. Duties of the President-Elect:** The President-Elect shall:

1. Assist the President in the performance of his or her duties.
2. Preside at the meetings of the Association, the Board of Directors and the Executive Committee in the absence of the President.
3. At least 30 days before taking office as President, appoint committees, with the consent of the Executive Committee, which shall serve during his or her term as President, unless otherwise provided in these Bylaws.
4. Become acting President in the event of a vacancy in that office.
5. Having served one year, succeed to the Presidency unless removed.

G. **Duties of the Vice President:** The Vice President shall:

1. Assist the President in the performance of his or her duties.
2. Preside at meetings of the Association Board of Directors and Executive Committee in the absence of the President and the President-Elect.
3. Perform such other duties as may be directed by the Board of Directors.

H. **Duties of the Treasurer:** The Treasurer shall:

1. Subject to the order of the Board of Directors, be responsible for the custody of all monies, securities, deeds and records belonging to the Association.
2. Provide periodic reports on the finances of the Association.
3. Perform such other duties as may be directed by the Board of Directors.

I. **Duties of the Secretary:** The Secretary shall:

1. Keep minutes of the Annual Meeting, Board of Directors meetings and Executive Committee meetings.
2. Give notice of the meetings of the members of the Association and meetings of the Board of Directors when required by the Bylaws.
3. Performs such other duties as may be directed by the Board of Directors.

## ARTICLE VIII

### POLICY BOARD REPRESENTATIVE

- A. **Election:** The Board of Directors shall elect by majority vote an Individual Member to serve as the Policy Board Representative for the State of Arkansas to the Policy Board of the National Funeral Directors Association. The Board of Directors may establish policies regarding the application and nomination process for the election of the Policy Board Representative.
- B. **Term:** Term of the Policy Board Representative shall be three years. Unless completing an unexpired term, the Policy Board Representative may not succeed himself or herself.
- C. **Removal and Vacancy:** The Policy Board Representative may be removed at any time, with or without cause, by the two-thirds vote of the Board of Directors. A vacancy resulting from removal, death, incapacity or any other cause shall be filled by the majority vote of the Board of Directors.

## ARTICLE IX

### COMMITTEES

The following committees shall be standing committees of the Association:

- A. **Executive Committee:** The Executive Committee shall consist of the elected officers and the immediate Past President of the Association. The Executive Committee shall exercise all authority of the Board of Directors of the Association however conferred, other than that of filling vacancies of the Board of Directors. The Executive Committee shall act only in the intervals between meetings of the Board of Directors and shall be subject to the control and direction of the Board of Directors. All action taken by

the Executive Committee shall be reported in writing to the Board of Directors at its first meeting thereafter and shall be subject to revision or rescission of the Board of Directors; provided, however, that rights of third parties shall not be adversely affected by any such action of the Board of Directors. In every case the affirmative vote of the majority of the members of the Executive Committee shall be necessary for the approval of any action. The Executive Committee shall meet at the call of the President or any three members thereof and the Secretary shall keep a written record of all actions taken by it.

- B. **Nominating Committee:** The Nominating Committee shall have the duty of preparing a slate of nominees for each of the elected offices, except for the office of the President. The Nominating Committee shall consist of three Individual Members. At least two of the members of the Nominating Committee shall be Past Presidents of the Association. No member of the Nominating Committee shall be a candidate for elective office.
- C. **Legislative Committee:** The Legislative Committee shall consist of at least three Individual Members, at least one of which shall be an elected officer. The Committee shall have charge of all matters relating to legislation and regulations affecting funeral directors, embalmers, and other funeral service personnel in the State of Arkansas. The Legislative Committee shall report all of its activities and decisions to and shall function under the direction of the Board of Directors.
- D. **Membership Committee:** The Membership Committee shall consist of at least three Individual Members. The Membership committee shall initiate membership campaigns for new members. A member of the Membership Committee and, if applicable, members of the Board of Directors from the district from which a membership application is filed, shall review and make any investigations pertaining to the membership applications

and report the names of all qualified applications to the Executive Director. The Executive Director shall notify the Board of Directors before its next regular meeting or at least one day before a special meeting of the Board, of all applicants to be acted upon at such meeting, and such application shall be presented to the Board for action. The Committee shall also review and investigate those complaints filed against a member for violation of the Code of Professional Conduct as provided in Article X. All complaints shall be initiated, investigated and considered in accordance with the procedures adopted by the Board of Directors. The Committee shall recommend the action to be taken on such complaints and report all of its activities to the Board of Directors.

- E. **Convention Committee:** The Convention Committee shall consist of at least three persons, at least one of who shall be an elected officer. The members of the Convention Committee are not required to be Individual Members. The Committee shall be responsible for planning and administering the annual convention of the Association.
- F. **Scholarship Committee:** The Scholarship Committee shall consist of the President and up to four Past Presidents. The members of the Scholarship Committee shall serve as the board members of the Arkansas Funeral Directors Association Scholarship Fund, Inc.
- G. **Education Committee:** The Education Committee shall consist of at least three Individual Members, at least one of which shall be an elected officer. The Committee shall coordinate and arrange educational programming for the Association.
- H. **Appointment to Committees:** the President shall appoint members to all committees (except the Executive Committee), which appointments shall be subject to approval by the Executive Committee.

- I. **Other Committees:** The President shall appoint other committees, with the consent of the Executive Committee, which he or she deems advisable to carry out the activities and promote the purposes of the Association. Reports of all committees shall be submitted to the Board of Directors for approval.
  
- J. **Meetings:** Participation at committee meetings may be by means of any communications equipment if all persons participating can hear each other. All committee meetings shall be governed by the most recent edition of Robert's Rules of Order for Parliamentary Procedure. Any action which may be authorized or taken at a committee meeting, may be authorized or taken without a meeting with the affirmative vote or approval of, and in writing or writings signed by all of the committee members, which writing or writings shall be filed with or entered upon the records of the Association.
  
- K. **Ex-Officio Members of Committees:** Officers of the Association shall be ex-officio members of all committees except the Nominating Committee, unless such officers are appointed to serve on a particular committee by the President of the Association, in which case they shall be full members of such committee. Officers serving as ex-officio members of a committee shall be counted in determining a quorum and shall be authorized to vote on committee matters only when a majority of the members of a committee are not present at the meeting. Notwithstanding the above, the President, or the officer of the Association designated by the President may vote as an ex-officio member of a committee to break a tie even though a quorum is present.
  
- L. **Quorum and Required Vote:** A majority of the whole authorized number of committee members shall constitute a quorum for the transaction of business. Except as otherwise provided in the Bylaws of the Association, the act of a majority of the committee members present at a

meeting at which quorum is present is the act of the committee.

- M. **Vacancies, Removal, Term:** Any vacancy in a committee, other than the Executive Committee, may be filled for the unexpired term by the President, subject to approval by the Executive Committee. Any committee member, other than a member of the Executive Committee, may be removed by the President with the consent of the Executive Committee. Unless provided otherwise in the Bylaws of the Association, all committee members shall serve for a term of one year and until their successors are chosen.

## ARTICLE X

### CODE OF PROFESSIONAL CONDUCT

- A. **Adoption:** The Board of Directors shall adopt a Code of Professional Conduct and may from time to time amend the Code of Professional Conduct.
- B. **Adherence:** Adherence to the Code of Professional Conduct shall be a condition of membership in the Association for all Firm Members and Individual Members.
- C. **Complaints:** Complaints against Firm Members and Individual Members regarding alleged violations of the Code of Professional Conduct shall be investigated by the Membership Committee pursuant to the enforcement procedures adopted by the Board of Directors. Subject to an appeal to the Board of Directors, the Membership shall have the authority to impose disciplinary measures against Firm Members and Individual Members who are found to be in violation of the Code of Professional Conduct including, but not limited to, permanent or conditional termination of membership, suspension of membership, termination or suspension of specific membership benefits, probation with or without conditions, public or private reprimand, or such other methods as are appropriate.



## ARTICLE XI

### INDEMNIFICATION

The Association may indemnify any officer or former officer of the Association, any Director or former Director or any person who may have served as a committee member of the Association, against expenses actually and necessarily incurred by such person in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being or having been an officer, director, or committee member, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty. This right of indemnification shall not be deemed exclusive or any other rights to which such officer, director, or committee member may be entitled, pursuant to a vote of the members of the Association or otherwise.

## ARTICLE XII

### AMENDMENTS

- A. **Proposal of Amendments:** Neither alterations nor amendments shall be made to these Bylaws unless the same be proposed in writing by the Board of Directors or any ten Firm Members and submitted to the Association. Upon submission, the proposal shall be published in an Association newsletter or sent to all Firm Members by fax, email or mail at least 30 days before the meeting of the members at which the proposal shall be considered.
- B. **Adoption of Amendments:** A two-thirds vote of all the Firm Members present at a regular or special meeting of the membership is necessary to adopt amendment to these Bylaws.