

# **CONSTITUTION**

## **FUNERAL DIRECTORS SERVICES ASSOCIATION OF GREATER CHICAGO**

### **ARTICLE I - NAME**

The name of this Association shall be **Funeral Directors Services Association of Greater Chicago**, incorporated under the laws of the State of Illinois as a corporation not for pecuniary profit.

### **ARTICLE II - PURPOSES AND OBJECTIVES**

The purposes and objectives of this Association shall be to study, develop and establish the highest standards of service for the benefit of the public; to promote a high professional relationship between those engaged in the practice of funeral service in the Greater Chicago Metropolitan Area and the public they serve by the promulgation and adoption of correct and ethical principals of business administration; to represent its Members and keeps them informed of the laws and statutes of the United States of America, the State of Illinois, and all other governmental authorities; and to encourage all to comply with these laws and statutes; to secure professional and business harmony among its Members and constituents; to maintain among its Members the highest professional ideals which are necessary in the service of the public and in the public interest.

### **ARTICLE III - MEMBERSHIP**

Any person or firm duly licensed to lawfully engage in the practice and profession of funeral directing and/or embalming, and/or any person or firm engaged in the transportation of the remains of deceased persons or other funeral related transportation activities is eligible for Membership in this Association.

### **ARTICLE IV - MANAGEMENT OF ASSOCIATION AFFAIRS**

The management of this Association shall be vested in a Board of Directors, elected by the Membership of this Association, consisting of a President, an Executive Vice- President, two (2) Vice- Presidents, a Secretary-Treasurer and four (4) Directors.

### **ARTICLE V - MEETINGS**

Regular meetings of this Association shall be held on such dates and at such times and places shall be determined by the Board of Directors. One (1) Regular Meeting of this Association each year shall be known as the Annual Meeting and shall be for the purpose of electing Officers and for any other business that may arise.

### **ARTICLE VI - AMENDMENTS**

This **Constitution** may be amended by a two-thirds (2/3) vote of the Members of this Association voting, a quorum being present, at any regular meeting of this Association, providing, the proposed amendment shall bear the signatures of ten (10) Members, that it shall have been read at the previous regular meeting of this Association, and that a copy of the proposed amendment shall have been mailed to each Member to each Member of this Association no less than five (5) days prior to the meeting at which it is to be acted upon.

# **BYLAWS**

## **FUNERAL DIRECTORS SERVICES ASSOCIATION OF GREATER CHICAGO**

### **ARTICLE I - NAME AND LOCATION**

#### **SECTION 1 - NAME**

The name of this Association shall be **FUNERAL DIRECTORS SERVICES ASSOCIATION OF GREATER CHICAGO**, incorporated under the laws of the State of Illinois as a corporation not for pecuniary profit.

#### **SECTION 2 - LOCATION**

The principle office of this Association shall be in the Chicago Metropolitan Area. This Association may have such other offices as may from time to time be designated by the Board of Directors.

### **ARTICLE II - PURPOSE AND OBJECTIVES**

The purpose and objectives of this Association shall be:

1. To study, develop and establish the highest standards of service for the benefit of the public.
2. To promote a high professional relationship between those engaged in the practice of funeral service in the Greater Chicago Metropolitan Area and the public they serve by the promulgation and adoption of correct and ethical principals of business administration.
3. To represent its Members and keeps them informed of the laws and statutes of the United States of America, the State of Illinois, and all other governmental authorities (i.e. counties, municipalities); and to encourage all to comply with these laws and statutes.
4. To secure professional and business harmony and cooperation.
5. To elevate and sustain the professional character and education of its Members.
6. To afford due consideration to and expression of opinion upon questions affecting its Members and the financial, commercial and industrial interests of the nation, and to promote the common business interests of its Members.
7. To cooperate with other funeral service organizations and associations.
8. To enlighten and direct public opinion in relation to the advantages for and enforcing proper, just and uniform laws on funeral directing, embalming and the public health.
9. To be aware of and safeguard the common interests of its Members and to maintain among its Members the high professional ideals which are necessary in the service of the public and in the public interest including, but not limited to, the development of a proper **CODE OF ETHICS**.
10. To conduct or engage in all lawful activities in furtherance of the foregoing purposes, or incidental thereto.

## **ARTICLE III – REGULAR MEMBERSHIP**

### **SECTION 1 - GENERAL PROVISIONS OF REGULAR MEMBERSHIP**

Any person or firm duly licensed to lawfully engage in the practice and profession of funeral directing and/or embalming and/or any person or firm engaged in the transportation of the remains of deceased persons or other funeral related transportation activities shall be eligible for Regular Membership in this Association.

Each Regular Member firm shall be represented by the Association under a Collective Bargaining Agreement (CBA) with the appropriate union. Dues for Regular Members shall be determined by the Board of Directors.

Membership of this Association shall consist of Regular Members; Past Service Members; Honorary Members; Affiliate Members; Corporate Members; and Associate Members.

### **SUBSECTION A - REGULAR MEMBERSHIP AND NUMBER OF MEMBERSHIPS**

One (1) Regular Membership shall be sufficient for any one (1) person or firm even though that person or firm operates more than one (1) establishment at different locations. Regular Members with one (1) Membership may have no more than nine (9) additional branch locations.

### **SUBSECTION B - REGULAR MEMBERSHIP AND NUMBER OF VOTES**

Each Regular Member firm shall be considered as a unit and shall be entitled to one (1) vote.

### **SUBSECTION C - REGULAR MEMBERSHIP AND REPRESENTATION**

Each Regular Member firm shall appoint and certify to the Secretary/Treasurer of this Association a person to be its representative in this Association.

### **SUBSECTION D – PRIVILEGES OF REGULAR MEMBERSHIP**

Each Regular Member firm shall enjoy all the privileges of membership in the Association.

## **SECTION 2 - AFFILIATE MEMBERS**

Any person or firm duly licensed to lawfully engage in the practice and profession of funeral directing and/or embalming and/or any person or firm engaged in the transportation of the remains of deceased persons or other funeral related transportation activities shall be eligible for Affiliate Membership in this Association. Affiliate Member firms shall not be represented by the Association under a Collective Bargaining Agreement (CBA) with the appropriate union. Dues for Affiliate Members shall be determined by the Board of Directors.

### **SUBSECTION A - AFFILIATE MEMBERS AND NUMBER OF MEMBERSHIPS**

One (1) Affiliate Membership shall be sufficient for any one (1) person or firm even though that person or firm operates more than one (1) establishment at different locations. Affiliate members may have no more than nine (9) additional branch locations.

### **SUBSECTION B – AFFILIATE MEMBERS AND NUMBER OF VOTES**

Each Affiliate Member firm shall be considered as a unit but they shall not have the right to vote or hold office in this Association.

### **SUBSECTION C - AFFILIATE MEMBERS AND REPRESENTATION**

Each Affiliate Member firm shall appoint and certify to the Secretary-Treasurer of this Association a person to be its representative in this Association.

#### **SUBSECTION D – PRIVILEGES OF AFFILIATE MEMBERSHIP**

Each Affiliate Member firm shall enjoy all the privileges of membership in the Association, except:

- (i) being represented by the Association under a Collective Bargaining Agreement (CBA) with the appropriate union;
- (ii) serving on any Association committee dealing with union representation, including but not limited to the Board of Directors, Grievance Committee and the Negotiations Committee; and
- (iii) serving on the Executive Committee of the Association.

#### **SECTION 3 – CORPORATE MEMBERS**

Any person or firm duly licensed to lawfully engage in the practice and profession of funeral directing and/or embalming and/or any person or firm engaged in the transportation of the remains of deceased persons or other funeral related transportation activities shall be eligible for Corporate Membership in this Association. Corporate Member firms must affirmatively indicate at the time of joining their interest in being represented by the Association under a Collective Bargaining Agreement (CBA) with the appropriate Union. Dues for Corporate Member firms shall be determined by the Board of Directors.

#### **SUBSECTION A –CORPORATE MEMBERS AND NUMBER OF MEMBERSHIPS**

One (1) Membership shall be sufficient for any one (1) firm even though that firm operates more than ten (10) establishments at different locations. Corporate Members may have no less than ten (10) branch locations.

#### **SUBSECTION B – CORPORATE MEMBERS AND NUMBER OF VOTES**

Each Corporate Member firm shall be eligible for one (1) vote for each multiple of ten (10) branch locations or portion therein of the Corporate Member.

#### **SUBSECTION C – CORPORATE MEMBERS AND REPRESENTATION**

Each Corporate Member firm shall appoint and certify to the Secretary-Treasurer of this Association one (1) person to be its representative(s) in this Association.

#### **SUBSECTION D – PRIVILEGES OF CORPORATE MEMBERSHIP**

Each Corporate Member firm shall enjoy all the privileges of Membership in the Association, including, if appropriate, eligibility for a reserved position on the Association's Board of Directors, Grievance Committee and Negotiations Committee.

#### **SECTION 4- GENERAL PROVISIONS-LIMITED**

Limited Membership may be granted to any person or firm, except those enumerated in **SECTION 1** of this **ARTICLE**, who qualifies for that type of Limited Membership and entitles that person or firm to all the rights and privileges available except the right to hold office, to vote, or otherwise provided in these **BYLAWS**.

#### **SUBSECTION A - HONORARY MEMBERSHIP**

Any person who has performed conspicuous service for this Association, and any person who has made a significant contribution to funeral service to the extent that they should be considered to merit the distinction included in this Membership category, may be elected to Honorary Membership by the Board of Directors and shall hold such Membership at the discretion of the Board. Honorary Members shall be accorded all the rights and privileges available to this Association except the right to vote or to hold office.

### **SUBSECTION B - PAST SERVICE MEMBERSHIP**

Any person who has been an active owner, partner, officer or managerial employee of any Member firm and who is retired from all active participation in the funeral service field may be elected to Past Service Membership by the Board of Directors. A Past Service Member shall be accorded all the all the rights and privileges available to this Association except the right to vote or hold office.

### **SUBSECTION C – AFFILIATE MEMBERSHIP**

Any person or firm duly licensed to lawfully engage in the practice and profession of funeral directing and/or embalming and/or any person or firm engaged in the transportation of the remains of deceased persons or other funeral related transportation activities shall be eligible for Affiliate Membership in this Association. Affiliate Member firms shall not be represented by the Association under a Collective Bargaining Agreement (CBA) with the appropriate union. Dues for Affiliate Members shall be determined by the Board of Directors. One (1) Affiliate Membership shall be sufficient for any one (1) person or firm even though that person or firm operates more than one (1) establishment at different locations. Affiliate members may have no more than nine (9) additional branch locations. Each Affiliate Member firm shall be considered as a unit but they shall not have the right to vote or hold office in this Association.

### **SUBSECTION D – CORPORATE MEMBERSHIP**

Any person or firm duly licensed to lawfully engage in the practice and profession of funeral directing and/or embalming and/or any person or firm engaged in the transportation of the remains of deceased persons or other funeral related transportation activities shall be eligible for Corporate Membership in this Association. Unless it is indicated at the time of joining, Corporate Member firms shall be automatically enrolled in the Collective Bargaining Agreement (CBA) in being represented by this Association in the appropriate Union. Each Corporate Member firm shall be eligible for one (1) vote for each multiple of ten (10) branch locations or portion therein of the Corporate Member.

### **SUBSECTION E - ASSOCIATE MEMBERSHIP**

Any person who represents a funeral service supply company shall be eligible for an Associate Membership upon proper application to the Board of Directors. Associate Members shall be eligible to attend any meeting of this Association and receive all official mailings of this Association, but they shall not have the right to vote or hold office in this Association.

### **SECTION 5 - APPLICATION**

All applications for Membership shall be made on forms provided by this Association which shall be presented to the Board of Directors for consideration and action.

### **SECTION 6 - APPLICATION**

The application fee for Membership shall be fifty dollars (\$50.00) and shall accompany the application form.

### **SECTION 7 - DUES AND ASSESSMENTS**

The annual dues for each type of Membership shall be such amount as the Board of Directors shall prescribe and these dues shall be payable monthly in advance. Upon failure of any member to pay dues within ninety (90) days after they shall become due and payable, the Board of Directors may terminate such Membership.

### **SECTION 8 - RESIGNATIONS` AND WITHDRAWALS**

Membership in this Association may terminate by voluntary withdrawal as herein provided, or otherwise in pursuance of these **BYLAWS**. All rights, privileges and interests of a Member in or to this Association

shall cease on the termination of Membership. Any Member may, by giving written notice of such intention, withdraw from Membership. Such notice shall be presented to the Board of Directors at the next meeting of the Board of Directors. Withdrawal shall be effective upon fulfillment of all obligations to the date of withdrawal. Resignation from this Association by a Regular or Corporate Member firm does not automatically presume or declare any disaffiliation or decertification of status from the appropriate Union if that Regular or Corporate Member firm is already bound by the Collective Bargaining Agreement (CBA) with this Association acting as a multi-employer unit of the Collective Bargaining Agreement (CBA).

## **SECTION 9 - SUSPENSION AND EXPULSION**

Any Membership may be suspended or terminated for cause. Sufficient cause for such suspension or termination of Membership shall be a violation of the **CONSTITUTION** and **BYLAWS** or any lawful rule or practice duly adopted by this Association, or any other conduct prejudicial to the interests of this Association. Suspension or expulsion shall be by two-thirds (2/3) vote of the entire Membership of the Board of Directors; provided that a statement of charges shall have been sent by certified or registered mail to the last recorded address of the Member at least twenty (20) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered and the Member shall have the opportunity to appear in person to present any defense to such charges before action is taken thereon.

## **ARTICLE IV - MANAGEMENT OF ASSOCIATION AFFAIRS**

### **SECTION 1 - BOARD OF DIRECTORS**

The Board of Directors shall have supervision, control and direction of the affairs of this Association, shall determine its policies or changes therein within the limits of the **CONSTITUTION** and **BYLAWS**, shall actively prosecute its purposes and shall have discretion in the disbursement of funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it considers necessary. It shall employ a chief administrative officer, titled Executive Director, who shall be directly responsible to the Board of Directors.

### **SECTION 2 - COMPOSITION OF THE BOARD OF DIRECTORS**

The Board of Directors shall be composed of the elected President, Executive Vice President, two (2) Vice Presidents, Secretary-Treasurer and four (4) Directors.

### **SECTION 3 - PRESIDENT**

The President shall be the principal elected officer of this Association and of the Board of Directors and of the Executive Committee, and shall be a member ex-officio, with the right to vote, on all committees except the Nominating Committee. The President shall also, at the Annual Meeting of this Association and at such other times as the President shall deem proper, communicate to this Association or to the Board of Directors such matters and make such suggestions as may in the President's opinion tend to promote the welfare and increase the usefulness of this Association, and shall perform such other duties as are necessary incident to the office of President or as may be prescribed by the Board of Directors. The President is not charged with executive administrative responsibilities in the management and continuing conduct of this Association's affairs. The President shall be elected at the Annual Meeting of this Association each year and shall serve for a term of one (1) year or until the individual's successor is elected and qualified. Not more than two (2) successive terms shall be served by an incumbent in the office of President.

#### **SECTION 4- EXECUTIVE VICE PRESIDENT**

The Executive Vice President shall assist the President in the performance of all of that office and, in the absence of the President, shall perform all the duties of and shall have all the powers of the President and, in addition, shall perform such other duties as the Board of Directors may determine. The holder of this elective office should be sufficiently qualified to be a candidate for election to the office of President in accord with the provisions of these **BYLAWS**. The Executive Vice President shall be elected at the Annual Meeting of this Association each year and shall serve for a term of one (1) year or until the individual's successor is elected and qualified. Not more than two (2) successive terms shall be served by an incumbent in the office of Executive Vice President.

#### **SECTION 5- VICE PRESIDENTS**

The two (2) Vice Presidents shall be members of the Board of Directors and, in addition, to their duties as members of the Board of Directors shall perform such duties as the Board of Directors shall determine. They shall be elected at the Annual Meeting of this Association each year and shall serve for a term of one (1) year or until their successors are elected and qualified. Not more than four (4) successive terms shall be served by an incumbent in the office of Vice President.

#### **SECTION 6- SECRETARY-TREASURER**

The Secretary-Treasurer shall be responsible for the proper keeping of all books, papers seals, documents, etc., pertaining to this Association under such terms and conditions as the Board of Directors shall determine. At the close of each fiscal year, the Secretary-Treasurer shall present an audited report of the financial transactions and conditions of this Association to the Board of Directors. The funds, books and vouchers in the Secretary-Treasurer's hands shall, with the exception of confidential reports submitted by members, at all times be subject to verification and inspection by the Board of Directors. The Secretary-Treasurer shall be elected at the Annual Meeting of this Association each year and shall serve for a term of one (1) year or until the individual's successor is elected and qualified. Not more than four (4) successive terms shall be served by an incumbent in the office of Secretary-Treasurer.

#### **SECTION 7- DIRECTORS**

Four (4) Members shall be Members of the Board of Directors and shall be known as Directors. In addition to carrying out their duties as Members of the Board of Directors, they shall be especially sensitive to and representative of the interests of the Membership they represent. Two (2) Directors and two (2) Directors, alternately, shall be elected at the Annual Meeting of this Association each year and shall serve for a term of two (2) year or until their successors are elected and qualified. Not more than two (2) successive two (2) year terms shall be served by an incumbent in the office of Director.

#### **SECTION 8 - EXECUTIVE DIRECTOR**

The administration and management of this Association shall be a chief administrative officer, employed under contract by and directly responsible to the Board of Directors. The Executive Director shall have the title of as Executive Director or such other title as the Board of Directors shall from time to time designate. The Executive Director shall be the chief executive and operating officer of this Association, with responsibility for the management and direction of all operations, programs, activities and affairs of this Association, including employment and termination of employment, and determination of compensation of members of the staff and supporting personnel, functioning within the framework of policy aims and programs as generally determined by the Board of Directors. The Executive Director shall have other such duties as may be prescribed by the Board.

## **SECTION 9 - EXECUTIVE COMMITTEE**

The President, Executive Vice President, two (2) Vice Presidents and Secretary-Treasurer shall constitute the Executive Committee. This Committee shall carry out the policies of the Board of Directors when the Board of Directors is not in session. They may exercise such powers as may be designated by the Board of Directors. The Executive Committee shall not assume any of the prerogatives of the Board of Directors. The Executive Committee shall report to the Board of Directors at the successive meeting of the Board of Directors on any action taken by the Executive Committee. Meetings may be called by the President, who shall act as Chairman of the Executive Committee, or by three (3) members of the Executive Committee. Three (3) members of the Executive Committee shall constitute a quorum at a meeting for the transaction of business.

## **SECTION 10 - VACANCY OF OFFICE**

In the case of a vacancy in the office of the President from the death, resignation or any other reason, such vacancy shall be filled immediately by the Executive Vice President for the unexpired portion of the term of office of President. In the case of a vacancy in the office of any other member of the Board of Directors, which was created by death, resignation or any other reason, such vacancy shall be filled by appointment of President with the approval of the Board of Directors until the next Annual Meeting of this Association, at which time the vacancy shall be filled by an election as specified in **ARTICLE V, SECTION 7**, of these **BYLAWS** and such election shall be for the unexpired term of the office under consideration.

## **SECTION 11 - ABSENCE, RESIGNATION**

If a member of the Board of Directors is absent from more than fifty (50%) percent of the regular or special meetings in a year or three (30 consecutive meetings in a year for reasons which the Board of Directors has failed to declare to be sufficient, the individual's resignation shall be deemed to have been tendered and accepted and a vacancy thereby shall have been created. The Board of Directors shall be responsible for the enforcement of this section.

Any Member of the Board of Directors may resign at any time giving written notice to the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Board of Directors and a vacancy shall thereby be created.

## **SECTION 12 - REGULAR AND SPECIAL, MEETINGS, QUORUM**

Regular meetings of the Board of Directors shall be held on such dates, and at such times and places as shall be determined by the Board of Directors, but not less than six (6) times in a year.

Special meetings of the Board of Directors shall be held whenever called for by the President or, in his absence, by the Executive Vice President, or by a majority of the Members of the Board of Directors. Special meetings shall be held on a date, time and place determined by the Board of Directors.

Regular meetings of the Executive Committee shall be held in those months that a regular meeting of the Board of Directors does not take place. Meetings of the Executive Committee shall be held on such dates, and at such times and places as shall be determined by the Executive Committee.

The majority of the Membership of the Board of Directors shall constitute a quorum for the transaction of business at either a regular or special meeting, unless otherwise provided for in these **BYLAWS**. Any less number may adjourn from time to time until a quorum is present.



## **ARTICLE V - MEETINGS - ELECTION**

### **SECTION 1 - REGULAR MEETINGS**

Four (4) regular meetings of this Association shall be held on such dates, and at such times and places as shall be determined by the Board of Directors.

### **SECTION 2 - ANNUAL MEETING**

The last regular meeting of this Association each calendar year shall be known as the Annual Meeting and shall be for the purpose of electing officers and directors, receiving reports of the Board of Directors and committees and for any other business that may arise.

### **SECTION 3 - SPECIAL MEETINGS**

Special meetings of this Association shall be held whenever called for by the President or, in the President's absence, by the Executive Vice President, or upon written request of fifteen (15) Members of this Association or by the Board of Directors of this Association. Special meetings can only consider for action those matters that are on the call for the special meeting.

### **SECTION 4 - MEETING NOTICE**

All notices for meetings of this Association shall be mailed to each Member as soon as it is reasonably possible, unless otherwise provided for in these **BYLAWS**.

### **SECTION 5 - QUORUM**

Fifteen (15) Members of this Association in attendance at any regular or special meeting shall constitute a quorum for the transaction of business, unless otherwise provided for in the **CONSTITUTION AND BYLAWS**.

### **SECTION 6 - VOTING**

Voting shall be either by ballot or by voice vote of the Members present and voting, a quorum being present and shall be final except where otherwise provided for in these **BYLAWS**. When there is more than one (1) nominee for an elective office, voting shall be by ballot.

### **SECTION 7 - NOMINATIONS AND ELECTION**

Nominations to office in this Association shall take place at the meeting prior to the Annual Meeting and shall be held under the order of New Business. Any Member in good standing shall be eligible for nomination or election to office in this Association; however, no Member shall be entitled to hold more than one (1) office at any one (1) time.

Nominations for elective offices shall be submitted by the Nominating Committee to the office of this Association, in writing, not less than thirty (30) days prior to the meeting at which said nominations are to take place and shall be included as part of the meeting notice to all Members of this Association for said nominating meeting. Nominations from the floor for elective office may be made at the meeting at which nominations are to take place. Additional nominations for elective office may be submitted by any Member to the office of this Association, in writing, not less than thirty (30) days prior to the Annual Meeting. All nominations shall be included as part of the meeting notice to all Members of this Association. All nominations shall be with the consent of the nominee.

Elections to office in this Association shall take place at the Annual Meeting and shall be held under the order of New Business. A majority of the votes cast, providing a quorum is present, shall be sufficient to elect a Member to office. Those duly elected and qualified to office in this Association at any meeting shall be formally inducted into office at that meeting and shall assume their office and duties at that time.

## **ARTICLE VI - COMMITTEES AND POSITIONS**

### **SECTION 1 - GENERAL**

The Board of Directors shall be empowered to create standing or special committees as it deems advisable. The Membership may cause the Board of Directors to create standing or special committees by resolution at any Membership meeting of this Association. The President shall appoint all members of all committees created except as provided for in these **BYLAWS**.

### **SECTION 2 - MEMBERSHIP COMMITTEE**

The President shall appoint a Membership Committee of five (5) Members. The duties of this committee shall be, but shall not be limited to, to study and recommend ways and means to expand and strengthen Membership in this Association and to recommend procedures to the Board of Directors under which prospective Members may be informed of the benefits of membership in this Association. Notwithstanding, the promotion of new Members from every available source shall be considered a personal duty of each Member of this Association.

### **SECTION 3 - FINANCE COMMITTEE**

The Finance Committee shall consist of the President, Executive Vice President, Secretary-Treasurer and the Immediate Past President along with the Executive Director of this Association. It shall be the duty of this committee to review and project the financial position of this Association; and to this end, it shall review the report of the auditor for each year prior to its being presented to the Board of Directors with its recommendations, to review the financial structure and budgets of this Association, to create and review a five (5) year projection of the income and expenses of this Association and consider any other matters referred to it by Board of Directors or the Membership of this Association.

### **SECTION 4 - NOMINATING COMMITTEE**

Each year the President, Executive Vice President, both Vice-Presidents and Secretary-Treasurer shall each nominate one (1) member in good standing to act as a Nominating Committee, subject to the approval of the Board of Directors. The Nominating Committee shall prepare a slate of at least one (1) nominee for each office to be filled by election at the Annual Meeting of this Association. The list of nominees shall be submitted by the Chairman of the committee to the office of this Association not less than thirty (30) days prior to the meeting at which said nominations are to take place and such list shall be included as part of the meeting notice to all Members of this Association.

### **SECTION 5 - CONSTITUTION AND BYLAWS COMMITTEE**

The President shall appoint a **CONSTITUTION** and **BYLAWS** Committee of five (5) Members to review and consider amendments presented to it by the Board of Directors or the Membership of this Association along with those they may deem necessary and/or advisable and report its findings to the Board of Directors prior to their presentation to the Membership of this Association.

### **SECTION 6 - SERGEANT-AT-ARMS**

The President may appoint, at his option, a Sergeant-at-Arms to serve as the occasion may require. It shall be the duty of the Sergeant-at-Arms to examine the credentials of the Members before admittance to any meeting of this Association when so ordered by the President.

### **SECTION 7 - PARLIAMENTARIAN**

The President may appoint, at his option, a Parliamentarian to serve as the occasion may arise in the area of parliamentary practices and procedures.

## **SECTION 8 - IMMEDIATE PAST PRESIDENT**

The Immediate Past President of this Association is the person whose term of office as President has most recently concluded. The Immediate Past President shall be invited to attend all meetings of the Board of Directors in order to be available to offer counsel on all matters coming before that body for consideration.

## **SECTION 9 - PAST PRESIDENT'S ADVISORY COMMITTEE**

The Past President's Advisory Committee shall consist of Immediate Past President, who shall serve as Chairperson, and at least four (4) but not more than six (6) of the most recent Past Presidents of this Association. It shall be the duty of this committee to devise and recommend to the Board of Directors strategic long range planning of programs and activities of this Association in accordance with and in the furtherance of the purposes and objectives of this Association, consider any other matters referred to it by the Board of Directors or the Membership of this Association and report its recommendations to the Board of Directors at least annually.

## **ARTICLE VII - FISCAL YEAR**

The fiscal year of this Association shall commence on the first (1st) day of January and shall end on the thirty-first (31st) day of December.

## **ARTICLE VIII - SEAL**

This Association shall have a seal of such design as the Board of Directors shall adopt.

## **ARTICLE IX - BONDING**

The Board of Directors, other Members and employees of this Association who handle the funds of this Association shall give such bonds as the Board of Directors shall order and direct. The premium cost of such bonding is to be paid by this Association.

## **ARTICLE X - INDEMNIFICATION**

This Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed legal action, suit or proceeding whether civil, criminal or administrative or investigative by reason of the fact that he or she is or was a director, officer, or employee of this Association against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit proceeding or investigation if the individual acted in good faith and in the manner he reasonably believed to be in, or not opposed to, the best interest of this Association and with respect to any criminal action or proceeding, had no reasonable cause to believe the individual's conduct was unlawful.

## **ARTICLE XI - DISSOLUTION**

This Association shall use its funds only to accomplish the objectives and purposes specified in these **BYLAWS**, and no part of said funds shall inure, or be distributed, to the members of this Association. On dissolution of this Association, any funds remaining shall be distributed to one (1) or more regularly organized and qualified charitable, education, scientific or philanthropic organizations to be selected by the Board of Directors.

## **ARTICLE XII - PARLIAMENTARY AUTHORITY**

The rules contained in "Roberts Rule of Order, Revised" shall govern this Association in all cases to which they are applicable, and in which they are not inconsistent with the **CONSTITUTION** or **BYLAWS** of this Association.

## **ARTICLE XIII - AMENDMENTS**

These **BYLAWS** may be amended by a two-thirds (2/3) vote of the Members of this Association voting, a quorum being present, at any regular meeting provided the proposed amendment shall bear the signature of ten (10) members, that it shall have been reviewed by the Board of directors and that it shall have been mailed to the Members of this Association no less than five (5) days prior to the meeting at which r=the amendment(s) is(are) to be acted upon.

(AMENDED - FEBRUARY 1992; SEPTEMBER 1996; SEPTEMBER 1999 and SEPTEMBER 2006.)