

NFDA Bylaws

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Article I: Definitions

1.1 Incorporation of Defined Terms

Capitalized terms used in the Constitution of NFDA are used herein with the same meanings as found in the Constitution.

1.2 Additional Definitions

In addition to the defined terms incorporated from the Constitution, the terms listed below shall be defined as follows:

1.2.1 "Dues Schedule" shall mean the schedule of NFDA dues to be established for Firm Members, Individual Members who are not affiliated with a Firm Member, Foreign Associations, Foreign Members, Retired Members and Student Members pursuant to Section 7.2, as such schedule may be revised from time to time.

1.2.2 "Robert's Rules of Order" shall mean the most recently revised edition of Robert's Rules of Order.

Article II: Officers

2.1 President

The duties of the President shall be as follows:

2.1.1 To serve as the chief elected officer of NFDA and to preside at all meetings of the House of Delegates, Policy Board and Executive Board;

2.1.2 Except as provided otherwise in these Bylaws, to appoint, with the consent of the Executive Board, NFDA committees and their members;

2.1.3 To execute all lawful orders and resolutions of the House of Delegates, Policy Board and Executive Board; and

2.1.4 To perform all other duties and to exercise the general powers of management that are customarily vested in the office of the President.

2.2 President-elect

The duties of the President-elect shall be as follows:

2.2.1 To assist the President in the performance of his or her duties;

2.2.2 To preside at all meetings of the House of Delegates, Policy Board and Executive Board in the absence of the President;

2.2.3 Except as provided otherwise in these Bylaws, to appoint, with the consent of the Executive Board, committees and their members that will serve during the President-elect's term as President of NFDA; and

2.2.4 In the event the office of President becomes vacant, to become President of NFDA and perform all duties of the President.

2.3 **Treasurer**

The duties of the Treasurer shall be as follows:

2.3.1 To have charge and custody of, and be responsible for, all funds, securities, deeds and other assets belonging to NFDA, and to hold the same subject to the direction of the Executive Board;

2.3.2 To keep and maintain adequate and correct account of NFDA's business and related transactions, including account of its assets, liabilities, receipts, disbursements, investments, gains and losses;

2.3.3 To render to the House of Delegates, Policy Board, and Executive Board an account of the transactions and financial condition of NFDA; and

2.3.4 To perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Executive Board.

2.4 **Secretary**

The duties of the Secretary shall be as follows:

2.4.1 To see that all notices of the time and place of meetings of the House of Delegates, Policy Board and Executive Board are given in accordance with the provisions of these Bylaws;

2.4.2 To keep the minutes of the meetings of the House of Delegates, Policy Board and Executive Board;

2.4.3 To see that all books, reports, statements, certificates and all other documents and records required by law are properly kept and filed;

2.4.4 To receive and process all applications for membership in NFDA;

2.4.5 To perform all duties regarding the receipt, dissemination or publication of amendments, resolutions and other official business of NFDA as required by the Constitution and Bylaws; and

2.4.6 To perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Executive Board.

2.5 **Removal and Resignation**

Any officer may be removed, either with or without cause, by a two-thirds (2/3) affirmative vote of the members of the House of Delegates present and voting, or by the affirmative vote of at least six (6) members of the Executive Board. In the case of removal by the Executive Board, the removed member may appeal the removal to the Policy Board by sending a written notice of appeal to the NFDA Secretary within seven (7) days of the vote to remove. The Policy Board shall meet, either in person or by teleconference, within thirty (30) days of the vote to remove to consider the appeal. Unless the Policy Board overturns the decision of the Executive Board to remove the member by a two-thirds (2/3) secret ballot of those

present and voting, the decision to remove shall stand. Any officer may resign at any time by giving written notice to the President or Secretary of NFDA. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein.

2.6 **Vacancies**

If an office becomes vacant by reason of death, resignation, removal or otherwise, the following shall occur:

- 2.6.1 If the vacancy is in the office of Treasurer or Secretary, the Executive Board may elect a successor who shall hold office for the remainder of the unexpired term.
- 2.6.2 If the vacancy is in the office of the President-elect, the Executive Board may elect a successor who shall hold the office for the remainder of the unexpired term, but who shall not automatically succeed to the office of President at the end of the term. Rather, there shall be an election for the office of President at the next annual convention by the House of Delegates. Notwithstanding the foregoing, if the vacancy in the office of President-elect is created because the President-elect has succeeded to a vacancy in the office of the President in accordance with subsection 2.6.3 then the election for the President would not occur at the next Annual Convention.
- 2.6.3 If the vacancy is in the office of the President, the President-elect shall automatically succeed to the office of the President to serve out the remainder of the unexpired term as well as his or her regular one-term as President thereafter. The Executive Board may elect a successor to the office of President-elect who shall hold the office for the remainder of the unexpired term, but who shall not automatically succeed to the office of President.
- 2.6.4 If the vacancy is in the office of the Immediate Past President, the vacancy shall be filled by the most recent Immediate Past President who is willing to serve for the remainder of the unexpired term.

Article III: House of Delegates

3.1 **Annual Meeting**

The House of Delegates shall hold its annual meeting at the time and place of the Annual Convention.

3.2 **Special Meeting**

Special meetings of the House of Delegates may be called in the following manner:

- 3.2.1 **Calling of Special Meeting:** Special meetings of the House of Delegates, for a designated purpose, may be called at any time by the majority vote of the Executive Board or the Policy Board.
- 3.2.2 **Time and Place of Special Meeting:** The Executive Board shall set the time and place of a special meeting of the House of Delegates, with such special meeting to be held within forty-five (45) days after being so called pursuant to Subsection 3.2.1.
- 3.2.3 **Notice of Special Meeting:** The Secretary shall send written notice of the time, place and designated purpose of the special meeting to the State Associations, the Executive Board and the Past Presidents not less than thirty (30) days prior to the special meeting.

3.3 **Adjourned Meeting**

If the House of Delegates is unable to complete the agenda of a meeting, the meeting shall be adjourned to a date certain, or to a date to be set by the Executive Board, at least fifteen (15) days from the date of adjournment. Unless waived by the majority vote of the House of Delegates, the Secretary shall send written notice to the State Associations, the Executive Board and the Past Presidents of the time and place of the adjourned meeting at least fifteen (15) days prior to the date set for the adjourned meeting. The business of the adjourned meeting shall be conducted at that time provided a quorum is present.

3.4 **Quorum**

Quorum requirements for all meetings of the House of Delegates shall be as follows:

3.4.1 **Dual Requirements:** A quorum for the transaction of business at any meeting of the House of Delegates shall be established by the presence at such meeting of: (i) Delegates representing at least twenty-six (26) State Associations; and (ii) at least seventy-five (75) qualified Delegates. At all meetings a quorum shall be presumed to be present unless the absence of a quorum is noted by a Delegate in attendance, at which time the Chair shall take appropriate measures to determine whether a quorum is present.

3.4.2 **Adjournment:** In the absence of a quorum, any meeting may be adjourned or recessed by the House of Delegates, but no other business may be transacted except for motions designed to establish the means of obtaining a quorum.

3.5 **Resolutions**

Resolutions may only come before the House of Delegates in one of the following manners:

3.5.1 **Written Form:** All resolutions and all amendments to resolutions shall be submitted by the maker to the Chair in written form only.

3.5.2 **Special Resolutions:** Resolutions to amend the Constitution may not be placed before the House of Delegates unless: (i) such resolution was submitted in written form to the Secretary in care of NFDA headquarters at least forty-five (45) days prior to the meeting at which it is to be considered; and (ii) the Secretary disseminated a copy of the resolution by written notice to the State Associations or by publication in any NFDA publication of general circulation among the NFDA membership at least thirty (30) days prior to the meeting at which it is to be considered. NFDA shall publish or otherwise disseminate a special resolution submitted by any member in a timely manner in order to comply with the notice and time requirement of this section.

3.6 **Conduct of Meeting**

All meetings of the House of Delegates shall be conducted in accordance with the following terms and conditions:

3.6.1 **Robert's Rules of Order:** Unless otherwise inconsistent with these Bylaws, all meetings of the House of Delegates shall be governed by Robert's Rules of Order.

3.6.2 **Chairperson:** The President, or in his or her absence, the President-elect, shall act as Chairperson of all meetings of the House of Delegates.

3.6.3 **Parliamentarian:** A designated parliamentarian shall be present at all meetings of the House of Delegates. Questions may be directed to the parliamentarian only through the Chairperson.

- 3.6.4 **Special Meetings:** No business may be brought before a special meeting of the House of Delegates unless such business is part of the designated purpose or purposes of the special meeting.
- 3.6.5 **Record of Meeting:** The Chair shall appoint an individual to record the official actions of each meeting.
- 3.6.6 **Sunshine:** All meetings of the House of Delegates shall be open at all times to interested NFDA members and State Association staff.

Article IV: Policy Board

4.1 Regular Meetings

The Policy Board shall have three (3) regular meetings per year. Unless cancelled by the majority vote of the Policy Board, the three (3) regular meetings shall take place in conjunction with the Advocacy Summit, Leadership Conference, and Annual Convention.

4.2 Special Meetings

Special meetings of the Policy Board shall be called in the following manner:

4.2.1 **Calling of Special Meeting:** Special meetings of the Policy Board, for a designated purpose, may be called at any time by the majority vote of the Executive Board or upon written request signed by at least twenty-six (26) Policy Board Representatives and delivered to the Secretary.

4.2.2 **Time and Place of Special Meeting:** The Executive Board shall set the time and place of a special meeting of the Policy Board, with such special meeting to be held within forty-five (45) days after being so called pursuant to Subsection 4.2.1.

4.2.3 **Notice of Special Meeting:** The Secretary shall send written notice of the time, place and designated purpose of the special meeting to the Policy Board Representatives and Executive Board not less than fifteen (15) days prior to the special meeting.

4.3 Adjourned Meetings

If the Policy Board is unable to complete the agenda of a meeting, the meeting shall be adjourned to a date certain, or to a date to be set by the Executive Board, at least fifteen (15) days from the date of adjournment. Unless waived by a majority vote of the Policy Board, the Secretary shall send written notice of the time and place of the adjourned meeting to the State Associations and the members of the Executive Board at least fifteen (15) days prior to the date set for the adjourned meeting. The business of the adjourned meeting shall be conducted at that time provided a quorum is present.

4.4 Policy Board Representatives

Each State Association shall notify the Secretary in writing of the name and address of the Policy Board Representative who represents that State Association. In the event that the Policy Board Representative is unable to attend a Policy Board meeting, the State Association shall notify the Secretary in writing of the name and address of the designated alternate for the Policy Board Representative. An officially designated alternate shall have all of the rights and privileges of the Policy Board Representative for whom he or she is substituting. Policy Board Representative credentials shall only be issued to a person who has been designated in writing by the State Association as the Policy Board Representative or his or her officially designated alternate.

4.5 **Quorum**

Quorum requirements for all meetings of the Policy Board shall be as follows:

- 4.5.1 **Requirement:** A quorum for the transaction of business at any meeting shall be established by the presence at such meeting of at least twenty-six (26) Policy Board Representatives.
- 4.5.2 **Adjournment:** In the absence of a quorum, any meeting may be adjourned or recessed by the Policy Board, but no other business may be transacted except for motions designed to establish the means of obtaining a quorum.

4.6 **Resolutions**

Resolutions may only come before the Policy Board in the following manner:

- 4.6.1 **Sponsors of Resolutions:** Resolutions may be introduced and placed before the Policy Board by State Associations, members of the Executive Board, Policy Board Representatives, recognized committees of NFDA, the staff of NFDA (provided that NFDA staff resolutions receive the prior endorsement of the Executive Board), and any NFDA Member (provided that resolutions of an NFDA Member must receive the prior endorsement of a State Association, a member of the Executive Board, a Policy Board Representative or a recognized committee of NFDA).
- 4.6.2 **Submission of Resolutions:** Resolutions to be considered at a meeting of the Policy Board shall be submitted in writing to the Secretary in care of NFDA headquarters at least forty-five (45) days prior to the date of the Policy Board meeting at which such resolution is to be considered. Upon receipt of a resolution, the Secretary shall notify each sponsor of the resolution in writing of the receipt of the resolution and whether it was filed in a timely manner. Notwithstanding the forty-five (45) day notice requirement set forth above, a resolution that was submitted less than forty-five days prior to the Policy Board meeting at which it is to be considered may be introduced and discussed by the Policy Board at such meeting, but no such resolution may be approved except by a two-thirds (2/3) affirmative vote of the members of the Policy Board present and voting.
- 4.6.3 **Dissemination:** If a resolution is submitted to the Secretary in a timely manner pursuant to subsection 4.6.2, the Secretary shall, within five (5) business days of receiving such resolution, send a copy of the resolution to the Policy Board Representatives, State Associations and the members of the Executive Board.
- 4.6.4 **Staff Review:** Each resolution submitted to the Secretary in a timely manner shall be researched and reviewed by the NFDA staff in accordance with its established procedures. The written report of the NFDA staff shall be sent to the individuals listed of record as the Policy Board Representatives, the State Associations, the members of the Executive Board and the sponsor of the resolution at least fifteen (15) days prior to the date of the Policy Board meeting at which such resolution is to be considered.
- 4.6.5 **Amendments:** All motions to amend a resolution shall be submitted by the maker of the amendment to the Chair in writing on an official amendment form. Copies of the amendment shall be provided to the recorder of the meeting and the maker of the amendment.

4.7 **Conduct of Meeting**

All meetings of the Policy Board shall be conducted in accordance with the following terms and conditions:

- 4.7.1 **Robert's Rules of Order:** Unless otherwise inconsistent with these Bylaws, all meetings of the Policy Board shall be governed by Robert's Rules of Order.
- 4.7.2 **Credential Cards:** Each Policy Board Representative shall receive a credential card, which card shall be kept visibly displayed at all times during the meeting.
- 4.7.3 **Chairperson:** The President, or in his or her absence, the President-elect, shall act as Chairperson of all meetings of the Policy Board.
- 4.7.4 **Floor Privileges:** The privilege of speaking from the floor shall be accorded to each Policy Board Representative, members of the Executive Board and NFDA staff members. If requested by a voting member of the Policy Board and approved by the majority vote of the Policy Board, any other person may be accorded the privileges of the floor.
- 4.7.5 **Recognition by Chair:** Prior to speaking from the floor, an individual with floor privileges shall come to the microphone and gain recognition by the Chair. All speakers shall give their full name, position and affiliation prior to speaking on any issue.
- 4.7.6 **Time Limitations:** The Chair shall appoint an official timekeeper or timekeepers to enforce the following time limitations:
 - (i) An authorized speaker's first presentation on a question shall be limited to three (3) minutes and subsequent presentations to two (2) minutes each. No authorized speaker shall speak a second time on the same question until all persons seeking the floor shall have had an opportunity to speak once.
 - (ii) Discussion on each agenda item shall be limited to fifteen (15) minutes with the provision that, if continuation is desired, a motion may be passed by a majority vote of the Policy Board to extend the discussion time for a period of not more than ten (10) minutes, with a separate motion being required for each such extension.
 - (iii) If a subsidiary motion is made, time will be suspended on the primary motion and ten (10) minutes will be allowed for discussion of the subsidiary motion with the provision for extension as noted above in paragraph (ii). At the conclusion of a vote on the subsidiary motion, time will be resumed on the primary motion.
 - (iv) An authorized speaker, once recognized by the Chair, may relinquish his or her time to another speaker.
- 4.7.7 **Parliamentarian:** A designated parliamentarian shall be present at all meetings of the Policy Board. Questions may be directed to the parliamentarian only through the Chairperson.
- 4.7.8 **Special Meetings:** No business may be brought before a special meeting of the Policy Board unless such business is part of the designated purpose or purposes of the special meeting.

- 4.7.9 **Suspension of Rules:** The rules for the conduct of a Policy Board meeting as specified in these Bylaws may be suspended by a two-thirds (2/3) affirmative vote of those present and voting pursuant to the procedures set out in Robert's Rules of Order.
- 4.7.10 **Record of Meeting:** The Chair shall appoint an individual to record the official actions of each meeting.
- 4.7.11 **Sunshine:** All meetings of the Policy Board shall be open at all times to interested NFDA members and State Association staff.

4.8 **Voting**

In addition to the voting requirements set forth in Section D of Article X of the Constitution, the following terms and conditions shall be complied with in voting on matters coming before the Policy Board:

- 4.8.1 **Method of Voting:** Policy Board Representatives shall be in their assigned seats in order to vote. Voting shall be conducted by each Policy Board Representative displaying his or her credential card.
- 4.8.2 **Roll-Call Vote:** A roll-call vote may be taken upon the request of a Policy Board Representative.
- 4.8.3 **Straw Poll:** A non-binding straw poll vote to ascertain the opinions of the Policy Board prior to further debate may be taken at the discretion of the Chair during discussion on a question.
- 4.8.4 **Majority Action:** Except as may otherwise be provided for in the Constitution, the Bylaws, or Robert's Rules of Order, every act or decision made or done by a majority of Policy Board Representatives present and voting at a duly called meeting for which a quorum is present is the act of the Policy Board. In the event of any conflict among the terms and conditions of the Constitution, the Bylaws or Robert's Rules of Order, conflicting terms and conditions of the Constitution shall prevail over the Bylaws and Robert's Rules of Order, and those in the Bylaws will prevail over Robert's Rules of Order.

Article V: Executive Board

5.1 **Meetings**

- 5.1.1 **Calling of Meetings:** Meetings of the Executive Board may be called at any time by the President or upon written request signed by at least four (4) members of the Executive Board and delivered to the Secretary.
- 5.1.2 **Time and Place of Meeting:** The President shall set the time and place of a meeting of the Executive Board; provided, however, that if the meeting is requested by at least four (4) members of the Executive Board, the President shall set the date of the meeting within fifteen (15) days from the date the Secretary receives the request for such meeting.
- 5.1.3 **Notice of Meeting:** Members of the Executive Board shall be notified of a meeting, although no specified form of notice is required. The presence of a member of the Executive Board at a meeting automatically waives any notice requirements. It shall be presumed that all members of the Executive Board received notice hereunder unless a member who is absent from a meeting subsequently raises an objection to that meeting on the grounds of lack of notice.

5.2 **Adjourned Meeting**

If the Executive Board is unable to complete the agenda of a meeting, the meeting shall be adjourned to a date certain, or a date to be set by the President.

5.3 **Quorum**

Quorum requirements for all meetings of the Executive Board shall be as follows:

5.3.1 **Requirement:** A quorum for the transaction of business at any meeting of the Executive Board shall be established by the presence at such meeting of a majority of the Executive Board members.

5.3.2 **Adjournment:** In the absence of a quorum, any meeting may be adjourned or recessed by the Executive Board, but no other business may be transacted except for motions designed to establish the means of obtaining a quorum.

5.4 **Conduct of Business**

All meetings shall be governed by Robert's Rules of Order.

5.5 **Meeting by Mail or Electronic Media**

The Executive Board may take a vote on a question by mail or electronic media if all members of the Executive Board agree on such balloting. An action taken by such form of balloting requires a three-fourths (3/4) affirmative vote of the Executive Board to be enacted. Any such action must be reported at the next meeting of the Executive Board and the minutes of such meeting must be duly ratified by the Executive Board at such meeting.

5.6 **Election of At-large Representatives**

The election of the At-large Representatives to the Executive Board by the Policy Board shall be conducted in accordance with the following terms and conditions:

5.6.1 **Separate Elections:** There shall be a separate election taken for each At-large Representative position to be filled. Any unsuccessful candidate in an election may be nominated and run in a succeeding election.

5.6.2 **Nominations:** At the meeting of the Policy Board held for the purpose of nominating or electing the At-large Representatives, nominations for the positions of the At-Large Representatives may be made only by Policy Board Representatives.

5.6.3 **Election Procedure:** Following the close of nominations for a particular At-large Representative position, the Policy Board shall vote on the nominees by secret ballot. Whenever there are more than two candidates and no candidate receives a majority of all votes cast, another vote shall be taken, but the following candidates shall be eliminated from the ballot: (1) the candidate receiving the lowest number of votes; and (2) if at least two candidates each received twenty-five (25%) percent or more of the votes cast, all candidates who received less than twenty-five (25%) percent of the votes cast. In the event of two successive tie votes, the winner shall be decided by drawing lots and the method of drawing lots shall be determined by the President.

5.7 **Removal and Resignation**

Any At-large Representative may be removed from the Executive Board, either with or without cause, by a two-thirds (2/3) affirmative vote of the Policy Board. Any At-large Representative may resign at any time by giving written notice to the President or Secretary of NFDA. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein.

5.8 **Vacancies**

If an At-large Representative position becomes vacant by reason of death, resignation, removal or otherwise, the Policy Board may elect a successor At-large Representative at its next meeting to fill the unexpired term. Prior to the meeting at which a successor is to be elected, the Executive Board may appoint a former At-large Representative to fill the vacant At-large Representative position until the Policy Board elects a successor to fill the unexpired term. In the event the resignation of an At-large Representative will take effect at a date later than the date upon which it is officially received, the Policy Board may elect a successor At-large Representative prior to the effective date of the resignation. Such successor At-large Representative shall automatically succeed to the position of At-large Representative on the date resignation becomes effective.

Article VI: Committees

6.1 **Operations Committee**

NFDA shall have an Operations Committee, the composition and purposes of which are as follows:

6.1.1 **Composition:** The Operations Committee shall be comprised of the Executive Board, two members of the Policy Board, and at least ten (10) NFDA Individual Members.

6.1.2 **Purposes:** The purposes of the Operations Committee are as follows:

- (i) To assist in the preparation of the annual budget for final approval by the Executive Board.
- (ii) To oversee the auditing of NFDA finances and to review NFDA financial records to ensure that NFDA is acting within the scope of its tax-exempt status.
- (iii) To receive and review all proposed amendments to the Constitution and Bylaws to ensure such amendments are in proper technical form and to make recommendations to the House of Delegates on the adoption or rejection of such proposed amendments; provided, however, that the Operations Committee shall make no such recommendations on proposed amendments made by the Policy Board.
- (iv) To review all proposed resolutions to the House of Delegates and to make a recommendation to the House of Delegates on the adoption or rejection of such resolutions.
- (v) To report the names of the qualified delegates from State Associations, the Executive Board and Past Presidents that are entitled to membership in the House of Delegates.

6.2 **Government Relations Committee**

NFDA shall have a Government Relations Committee, the composition and purposes of which are as follows:

6.2.1 **Composition:** The Government Relations Committee shall be comprised of the President, President-elect, Treasurer and at least ten (10) NFDA Individual Members.

6.2.2 **Purposes:** The purposes of the Government Relations Committee are as follows:

- (i) To monitor and review all legislative and regulatory actions of the government which impact in any respect funeral consumers, funeral service and/or NFDA Members.
- (ii) To recommend positions and appropriate actions for NFDA to pursue on legislative and regulatory issues for the betterment of funeral consumers, funeral service and/or NFDA Members.
- (iii) To coordinate funding for and contributions by the NFDA Political Action Committee.
- (iv) To monitor and implement strategic action plans for the Government Relations Program of NFDA.

6.3 **Education Committee**

NFDA shall have an Education Committee, the composition and purposes of which are as follows:

6.3.1 **Composition:** The Education Committee shall be comprised of the President, President-elect, Secretary, Treasurer and at least ten (10) NFDA Individual Members.

6.3.2 **Purposes:** The purposes of the Education Committee shall be as follows:

- (i) To review and recommend seminars, workshops and speakers for NFDA educational programming.
- (ii) To coordinate NFDA action on education, licensing and reciprocity standards for funeral service professionals.
- (iii) To serve as the representative of NFDA to the American Board of Funeral Service Education.
- (iv) To monitor and implement strategic action plans for NFDA's education program.

6.4 **Communications Committee**

NFDA shall have a Communications Committee, the composition and purposes of which are as follows:

6.4.1 **Composition:** The Communications Committee shall be comprised of at least ten (10) NFDA Individual Members.

6.4.2 **Purposes:** The purposes of the Communications Committee shall be as follows:

- (i) To foster positive communications with Members, consumers, other caregiver groups and the media.
- (ii) To develop, maintain and implement a retention and recruitment program for NFDA Members.
- (iii) To assist NFDA in providing benefits and services to Members through the development and implementation of a membership benefits program.

- (iv) To monitor and implement strategic action plans for communications with Members, consumers, other caregiver groups and the media.

6.5 **Professional Conduct Committee**

NFDA shall have a Professional Conduct Committee, the composition and purposes of which are as follows:

6.5.1 **Composition:** The Professional Conduct Committee shall consist of thirteen (13) NFDA Individual Members, none of which shall be a member of the Executive Board.

6.5.2 **Purposes:** The purposes of the Professional Conduct Committee shall be as follows:

- (i) To investigate complaints against Firm Members, Individual Members, Retired Members and Student Members that allege violations of the NFDA Constitution, Bylaws or the Code of Professional Conduct.
- (ii) To resolve the complaints referred to in subsection (i) above in accordance with the enforcement procedures adopted by NFDA.
- (iii) To impose disciplinary measures against Members who are found in violation of the NFDA Constitution, Bylaws or 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 measures as are appropriate.
- (iv) To recommend to the Policy Board any appropriate modifications to the Code of Professional Conduct and to recommend to the Executive Board any appropriate modifications to the enforcement procedures governing the Professional Conduct Committee.

6.6 **Other Committees**

Subject to the approval of the Executive Board, committees other than those set forth in this Article VI may be appointed by the President during his or her term or by the President-elect to be effective during his or her term as President.

6.7 **Subcommittees**

Subject to the approval of the Executive Board, NFDA Committees may appoint subcommittees from members of each Committee to perform the various duties of the Committee.

6.8 **Composition of Committees**

Except as provided in Article VI, the President shall appoint the members of each NFDA Committee. Each member of a Committee shall be appointed to a one (1) year term, except for members of the Education Committee who serve on the American Board of Funeral Service Education and who shall be appointed for a six (6) year term. Committee members may not serve more than three (3) consecutive one (1) year terms. The President shall appoint a Chairperson for each Committee who shall serve a one (1) year term. Chairpersons may not serve more than two (2) consecutive terms as a Chairperson. All appointments of members and Chairpersons of Committees are subject to the approval of the Executive Board. The Executive Board may also remove any Committee member or Chairperson with or without cause by a two-thirds (2/3) affirmative vote of the Executive Board.

Article VII

Dues

7.1 NFDA Annual Dues

Dues to NFDA shall be paid on an annual basis by the Firm Members, Individual Members who are not affiliated with a Firm Member, Foreign Associations, Foreign Members, Retired Members and Student Members in accordance with this Article VII.

7.2 Dues Schedule

The Executive Board shall establish dues for Firm Members, Individual Members not affiliated with a Firm Member, Foreign Associations, Foreign Members, Retired Members and Student Members on an annual basis and shall publish a Dues Schedule each year. The Executive Board may impose late penalties for those members who are delinquent in the payment of dues.

7.3 Penalties for Non-Compliance

Firm Members, Individual Members, Foreign Associations, Foreign Members, Retired Members and Student Members who fail to pay dues by the payment date (or any late penalty payment date established by the Executive Board) shall be automatically suspended from membership in NFDA. Such suspended members may be expelled by the majority vote of the Executive Board. Suspended members who have not been expelled by the Executive Board may be reinstated to membership by the Executive Board upon full payment of any delinquent dues, late penalties and reinstatement fees required by the Executive Board.

7.4 Collection and Payment of NFDA Dues

In States where the State Association has adopted the Choice Membership Option or in States where NFDA and the State Association have agreed that NFDA should collect its own dues, NFDA shall collect its dues directly from NFDA Members in that State. In all other States, the State Association shall collect NFDA dues from NFDA Members in that State on a calendar year basis. NFDA dues for a particular year shall be paid to NFDA by each such State Association on or before March 1 of that year; provided, however, that for good cause and at the written request of a State Association, the Executive Board may, in its discretion, vote to extend the payment deadline for a particular State Association. All payments of NFDA dues by State Associations shall be accompanied by the Annual Membership Report as required by Section 7.5 of the Bylaws. Any member not listed on the Annual Membership Report or whose dues have not been paid to NFDA on or before the payment deadline shall not be listed in the NFDA Directory of Members or any successor thereto for the year and shall have all other benefits of membership suspended.

7.5 Annual Membership Report

NFDA shall provide each State Association with Annual Membership Report forms which NFDA may modify from time to time. Each State Association shall forward to the NFDA Secretary the completed Annual Membership Report on or before March 1 of each year, listing its members for the calendar year. If the Annual Membership Report, together with the corresponding payment of NFDA dues, are not received by NFDA on or before March 1, the members of such State Association shall not be listed in the NFDA Directory of Members or any successor thereto for the year.

Article VIII

Notices

8.1 Notices Issued by NFDA

Unless provided for otherwise in these Bylaws, any written notices to be issued by NFDA or its Secretary may be sent by overnight carrier, U.S. mail, telefax communication or by

publication in any NFDA publication of general circulation among NFDA membership. The effective date of such notices shall be, if sent by overnight carrier or U.S. mail, the date it was delivered by NFDA to the courier or U.S. Postal Service; if sent by telefax communication, the date the telefax was sent by NFDA; and if published in any NFDA publication, the date such publication is sent to the NFDA membership.

8.2 Notices Issued to NFDA

Unless provided for otherwise in these Bylaws, any written notice to be issued to NFDA or its Secretary may be sent by overnight courier, U.S. mail, or telefax communication to NFDA's principal office. The effective date for each such notice shall be the actual date the notice is received by NFDA.

Article IX: Amendments

These Bylaws may be amended by the majority vote of the voting members of the House of Delegates. No amendment shall be presented and acted upon unless written notice of the amendment has been sent to the State Associations or the amendment has been published in any NFDA publication of general circulation among NFDA membership at least thirty (30) days prior to the meeting at which it is presented for adoption. NFDA shall publish or otherwise disseminate a proposed amendment submitted by any member in a timely manner in order to comply with the notice and time requirements of this Article.