

THE VIRGINIA FUNERAL DIRECTORS ASSOCIATION FOUNDATION

BYLAWS

ARTICLE I DIRECTORS/TRUSTEES

1.01 *General Powers.* The Foundation shall have a Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Foundation managed under the direction of its Board of Directors, subject to any limitation set forth in the Articles of Incorporation. The Board of Directors shall be known as the “Board of Trustees” and shall be referred to herein as “Trustees” or “Board of Trustees.”

1.02 *Number.* The number of Trustees of the Foundation shall be no less than one and no greater than fifty. The number of Trustees may be fixed or changed from time to time by the Board of Trustees.

1.03. *Election and Term.*

(a) The Trustees shall be elected by a majority vote of a quorum present at the regular annual meeting of the Board of Trustees and each Trustee shall hold office for the term of one year or until his or her successor is elected. Vacancies occurring on the Board of Trustees shall be filled by a majority vote of a quorum present at any regular or special meeting of the Board of Trustees.

(b) A majority of the number of Trustees elected and serving at the time of any meeting shall constitute a quorum for the transaction of business. Subject to the provisions of Section 1.04, the act of a majority of Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees. Less than a quorum may adjourn any meeting.

1.04 *Removal; Resignation; Vacancies.* The Board of Trustees may remove any Trustee, with or without cause, but only at a meeting called for that purpose and the notice of the meeting must state that the purpose, or one of the purposes, of the meeting is removal of the Trustee. Removal of a Trustee shall be effective only if two-thirds of the members of the Board of Trustees at such time cast votes in favor of removal. A Trustee may resign at any time by delivering written notice to the Board of Trustees, the Chair, or the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. A vacancy may be filled at any time by (i) the Board of Trustees or (ii) the affirmative vote of a majority of the remaining Trustees though not less than a quorum of the Board of Trustees, and may, in the case of a resignation that will become effective at a specified later date, be filled before the vacancy occurs.

1.05 *Annual and Regular Meetings.* An annual meeting of the Board of Trustees shall be called before the end of the fiscal year of the Foundation for the purpose of electing Trustees and officers and carrying on such other business as may properly come before such meeting. Such meeting shall be held at the principal office of the Foundation in Hanover, Virginia, or at

such place, either within the Commonwealth of Virginia, and at such time as may be determined by the Board of Trustees or the Chair. The Board of Trustees may adopt a schedule of additional meetings which shall be considered regular meetings. Regular meetings shall be held at such times and at such places, within or without the Commonwealth of Virginia, as the Chair of the Board of Trustees shall designate from time to time. If no place is designated, regular meetings shall be held at the principal office of the Foundation. Only business within the purpose or purposes described in the notice for the special meeting of the Board of Trustees may be conducted at the meeting.

1.07 *Notice of Meetings.* Notice of the Annual Meeting and special meetings of the Board of Trustees shall be given to each Trustee by sending such notice to his residence or business address (or such other place as he may have directed in writing) by mail, messenger, electronic, or other means of written communication not less than three days before the meeting, or by telephoning such notice to him not less than two days before the meeting. Any such notice shall set forth the time and place of the meeting and state the purposes for which it is called. Notice for regular meetings may be given in a manner similar to notice for Annual or special meetings.

1.08 *Waiver of Notice.* A Trustee may waive any notice required by law, the Articles of Incorporation, or these Bylaws before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. Except as provided in the next paragraph of this section, the waiver shall be in writing, signed by the Trustee entitled to the notice, and be delivered to the Secretary of the Foundation and included in the minutes or filed with the corporate records.

A Trustee's attendance at or participation in a meeting waives any required notice to such Trustee of the meeting unless the Trustee at the beginning of the meeting or promptly upon his/her arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote or assent to action taken at the meeting.

1.09 *Quorum; Voting.* A majority of the number of Trustees in office immediately before the meeting begins shall constitute a quorum for the transaction of business at a meeting of the Board of Trustees. If less than a quorum shall be in attendance at the time for which a meeting shall have been called, the meeting may be adjourned from time to time by a majority of the Trustees present, without notice other than an announcement at the meeting, until a quorum shall attend. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees unless otherwise specifically set forth in these Bylaws. A Trustee who is present at a meeting of the Board of Trustees or a committee of the Board of Trustees when corporate action is taken is deemed to have assented to the action unless (i) the Trustee objects at the beginning of the meeting, or promptly upon arrival, to holding it or transacting specified business at the meeting or (ii) the Trustee votes against, or abstains from, the action taken.

1.10 *Telephonic Meetings.* The Board of Trustees may permit any or all Trustees to participate in regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Trustees participating may simultaneously hear each other

during the meeting. A Trustee participating in a meeting by this means is deemed to be in attendance in person at the meeting.

1.11 *Action Without Meeting.* Action required or permitted to be taken at a Board of Trustees meeting may be taken without a meeting if the action is taken by all members of the Board of Trustees. The action shall be evidenced by one or more written consents stating the action taken, signed by each Trustee either before or after the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section shall be effective when the last Trustee signs the consent unless the consent specifies a different effective date and states the date of execution by each Trustee, in which event it shall be effective according to the terms of consent.

1.12 *Compensation.* No Trustee shall be entitled to any compensation for services contributed as a Trustee or director of the Foundation; however, unless the Articles of Incorporation provide otherwise, the Board of Trustees may provide for the reimbursement of expenses incurred by a Trustee in attending meetings of the Board of Trustees.

1.13 *Advisory Council.* The Board of Trustees may elect any number of persons to an Advisory Council for such terms as the Board of Trustees may deem appropriate. Members of the Advisory Council shall not be counted for quorum purposes, nor shall they be entitled to vote; however, they may participate in meetings of the Board of Trustees to the extent permitted by the Board of Trustees. The Advisory Council may be known by such name or title as the Board of Trustees deems appropriate.

1.14 *Deadlock.* In the event that the Board of Trustees, or any committee thereof, has a “Deadlock” (as defined below), resolution of that Deadlock shall be determined by the Chairman or CEO of Virginia Funeral Directors Association, Incorporated, a Virginia corporation, who shall cast the deciding vote of the Board of Trustees or the committee, as the case may be. “Deadlock” as used herein shall mean whenever a resolution subject to majority voting approval of the Board of Trustees of the Corporation or a committee thereof, as the case may be, has been formally submitted to a vote three (3) times within a period of six (6) weeks, and the requisite number of Trustees do not vote in favor of the resolution.

ARTICLE II COMMITTEES OF DIRECTORS

2.01 *Committees.* There is hereby created an Executive Committee of the Board, composed of individuals designated by the Board, which is empowered to conduct the affairs of the Foundation in the absence of action of the Board. The Board may create one or more additional committees and appoint members of the Board to serve on them. Each such additional committee shall have two or more members who serve at the pleasure of the Board. The creation of a committee, other than the Executive Committee, and the appointment of members to it shall be approved by a majority of the Trustees in office when the action is taken.

2.02 *Authority of Committees.* If the Board so specifies, each committee may exercise the authority of the Board, except that a committee may not (i) approve action that is required by law to be approved by the Board; (ii) fill vacancies on the Board or on any of its committees; (iii) amend the Articles of Incorporation; (iv) adopt, amend, or repeal these Bylaws; or (v) approve a plan of merger not requiring Board approval. The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a director with the standards of conduct required of a director.

2.03 *Committee Meetings; Miscellaneous.* The provisions of these Bylaws which govern meetings, action without notices, notice and waiver of notice, and quorum and voting requirements of the Board shall also apply to committees of directors and their members.

ARTICLE III OFFICERS

3.01 *Officers.* The officers of the Foundation shall be a Chairman, a President, a Treasurer, a Secretary, and, in the discretion of the Board, a Vice Chairman, one or more Vice Presidents, and other officers and assistant officers as may be deemed necessary or advisable to carry on the business of the Foundation. Any two or more offices may be held by the same person. The Board may, in its discretion, alter and amend the powers and duties of the Officers from time to time.

3.02 *Election; Term.* Officers shall be elected at the annual meeting of the Board and may be elected at such other time or times as the Board shall determine. Officers shall hold office, unless removed, until the next annual meeting of the Board or until their successors are elected. Any officer may resign at any time upon written notice to the Board, and such resignation shall be effective when notice is delivered unless the notice specifies a later effective date.

3.03 *Removal of Officers.* The Board may remove any officer or assistant officer at any time, with or without cause.

3.04 *President.* Unless the Board otherwise specifies from time to time, the Chairman shall be the President and Chief Executive Officer of the Foundation. He or she and the other officers shall have such powers and duties as generally pertain to their respective offices as well as such powers and duties as the Board may delegate to such officers from time to time. The Chief Executive Officer, if he or she is present, shall be chairman of all meetings of the Board, as well as any committee of which he or she is a member, unless the Board provides otherwise.

3.05 *Vice Chairman.* In the absence of the President, the Vice Chairman, if any shall preside at all meetings of the Board and exercise all powers of the President. The Vice Chairman shall perform such other duties as may be prescribed by these Bylaws or the Board.

3.06 *Treasurer.* The Treasurer shall have charge and custody of the funds, securities, and other like property of the Trust. He or she shall endorse for deposit such checks, notes, and bills as may be required for the business of the Trust. He or she shall also have authority to

collect the funds of the Trust, and shall deposit same in such bank or banks as the Board may designate, and the same shall not be drawn therefrom except by checks to be signed in the manner designated herein or by the Board.

3.07 *Secretary.* The Secretary shall have the responsibility of preparing (or having prepared) and maintaining custody of minutes of meetings and authenticating records of the Trust.

3.08 *Ex-Officio.* The Executive Director of the Virginia Funeral Directors Association (“VFDA”) shall serve as Ex-Officio member of The Foundation’s Board of Trustees.

ARTICLE IV GIFTS AND CONTRIBUTIONS

4.01 *Solicitations.* Contributions and gifts should be solicited by representatives of the Corporation to promote, sponsor and carry out the purposes of this Corporation defined in Article II of the Corporation’s articles of incorporation.

4.02 *Disposition and Use of Contributions.* Unless otherwise provided by the donor, all contributions received by the Corporation shall be deposited and maintained by the Treasurer of the Corporation in Corporation accounts and may be used and disbursed by the Executive Committee and the Board to promote, sponsor and carry out the purposes of the Corporation.

4.03 *Restricted Gifts.* In addition to the provisions of **Article V**, the limitations and restrictions upon any grant, gift, donation, bequest or device shall be observed strictly, except and unless it shall be determined by the Executive Committee that changed conditions or other reasons shall have rendered the application of the gift, donation, bequest or device for the purpose provided illegal, unnecessary or impracticable or that the purposes of the gift, donation, bequest or device have been fulfilled or become impossible of fulfillment, in which event said funds shall be administered for such other purpose of the Corporation as will best carry out the intentions of the donor or testator and as may be sanctioned by law.

4.04 *Operating Expenses.* The operating expenses of the Corporation shall be defrayed by funds contributed directly to the Corporation.

ARTICLE V GIFTS AND GRANT MAKING TO DONEES AND DISTRIBUTEES

5.01 *Grant Making and Gift Power.* The making of gifts, grants and contributions and otherwise rendering financial assistance for the purposes expressed in the articles of incorporation of the Corporation shall be within the exclusive power of the Board. In furtherance of the Corporation's tax-exempt purposes, the Board shall have the power to make gifts, grants and contributions to individuals, organizations, corporations, and/or any other organizations (the latter of which are organized and operated exclusively for charitable, scientific or educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code, as amended) as set

forth in Part IV of the Corporation's 1023 Application for Recognition of Exemption.

5.02 *Grant Making and Gift Criteria.* The Board shall review all requests for funds and require that all such requests specify the use of the requested funds, and if the Board approves a request, shall authorize payment of such funds to the approved grantee or donee. The Board shall require any grantee or donee to furnish a periodic accounting to show how the funds were expended for the purposes approved by the Board. The Board may, in its absolute discretion, refuse to make any gifts, grants or contributions to or for any or all of the purposes for which the funds are requested. The Board shall retain the absolute power to withdraw its support of any gift, grant or contribution, for any reason, at any time. The Board may establish additional criteria for making gifts, grants or contributions by resolution or amendment to these Bylaws from time to time.

5.03 *Use and Solicitation of Grant Making and Gift Funds.* If a gift, grant, or contribution is approved, the Board may fund such gift, grant or contribution out of any funds which it shall so designate, or it may solicit funds for the specific purpose of funding the requested gift, grant or contribution. The Board shall not accept any gifts, grants or contributions that require the Corporation to contribute or transmit such gifts, grants or contributions solely to such organization or corporation, or any other named organization. The Board may solicit gifts, grants or contributions for specific projects approved by the Board only upon the condition that the Board shall have full control and discretion at all times as to the use to be made of the gifts, grants or contributions received by the corporation. At all times, the Board shall make all pertinent information and facts available to all contributors before or after a contributor's donation, including, but not limited to, the fact the Board may withdraw its approval of a particular grant after it has been made.

ARTICLE VI

EXECUTION OF INSTRUMENTS

6.01 *Contracts and Instruments.* Contracts and other instruments (not including routine instruments) to be executed by the Corporation shall be signed, unless otherwise required by law, by the President. The President signing alone, is authorized and empowered to execute in the name of this Corporation all routine instruments arising in the day to day operation of the business of this Corporation. The Board of Trustees may authorize any person or persons, whether or not an officer of the Corporation, to sign any contract or other instruments, and may authorize any such officer or other person to delegate, in writing, all or any part of such authority to any other person or persons.

6.02 *Notes, Checks and the Like.* All notes, drafts, acceptances, checks, endorsements and all evidences of indebtedness of the Corporation shall be signed by such person or persons and in such manner as the Board of Trustees may from time to time determine, including, but not limited to, the Treasurer of the Corporation.

ARTICLE VII
MISCELLANEOUS PROVISIONS

7.01 *Corporate Seal.* The corporate seal of the Foundation shall be circular and shall have inscribed thereon, within and around the circumference, **“THE VIRGINIA FUNERAL DIRECTORS ASSOCIATION FOUNDATION.”** In the center shall be the word **“SEAL.”**

7.02 *Fiscal Year.* The fiscal year of the Foundation shall be the calendar year.

7.03 *Interpretation.* For purposes of construing these Bylaws, unless the context indicates otherwise, words in the singular shall be deemed to include words in the plural and vice versa, and words in one gender shall be deemed to include words in the other gender.

7.04 *Amendments.* These Bylaws may be amended or repealed, and new Bylaws may be made, at any regular or special meeting of the Board. The Board may make new Bylaws and may repeal or change any existing Bylaws.