

**Virginia Funeral Director's Association
By-Laws**

**ARTICLE I
NAME – OBJECTS**

This Association shall be known as the Virginia Funeral Director's Association, Inc. The objects and purpose of the Association shall be as follows: To promote the public welfare by the progress and advancement of the profession of funeral directing and embalming, by means of education, science, ethical conduct, and mutual fellowship; to inform and acquaint the public with the duties and obligations of the funeral director and embalmer, that the public may have a deeper and fuller understanding and appreciation of the functions for the funeral directors and the embalmer; to cooperate with the health officials, the Virginia Board of Funeral Directors and Embalmers, the hospitals and the members of the medical and nursing profession, in all matters of mutual interest and advantage to the public; to maintain a high standard of character, integrity, and professional ethics in the personnel of the membership; to do all things advisable for the betterment and uplifting of the Association and the profession of funeral directing and embalming, and in general to promote friendly relations between the members of the public; to cooperate with public officials, individuals, organizations and associations in rendering such service as will promote better economic and commercial conditions for the members; to eliminate unfair and unethical competitive methods and trade practices; to promulgate, disseminate and distribute to its members information and suggestions for the mutual advantage of the Association and its members, and otherwise endeavor to promote a higher standard of service and conduct on the part of the funeral directors and embalmers in the Commonwealth of Virginia.

**ARTICLE II
MEMBERSHIP**

Section 1. Membership: Membership shall be composed of individuals, partnerships and corporations, who are actively and lawfully engaged in the profession of funeral directing and/or embalming and have a place of business or are regularly or frequently furnishing such services in the Commonwealth of Virginia, and who subscribe to the purposes of this Association and who are approved for firm, associate, non-resident associate, retired, ~~Virginia Funeral Sales Association~~, mortuary science student/funeral service intern or honorary membership as hereinafter provided, upon such application be made by two-thirds majority vote of the Board of Directors.

Section 2. Election of Membership: Each applicant for membership shall file with the Secretary-Treasurer of the Association, on such forms as may be prescribed by the Board of Directors for the purpose, an application in writing signed by the applicant. Such application shall contain the place of residence and place of business of the applicant, if such applicant be an individual, and the place of business of such applicant if it be a partnership or corporation and the date on which such applicant was licensed as a funeral director or embalmer in the Commonwealth of Virginia and such other information as may be required to complete the same. The application shall have the written endorsement of at least two members of the Association in good standing. The application shall be submitted to the Board of Directors of this Association for approval. Election to firm membership, associate membership, non-resident associate membership, retired membership, mortuary science/funeral service intern membership, or Virginia Funeral Sales Association membership, as hereinafter defined, upon such application shall be made by two-thirds majority vote of the Board of Directors.

Section 3. Classes of Membership: The membership of this Association shall consist of eight classes: Firm membership, Non-Resident Firm membership, Associate membership, Non-Resident Associate, Virginia Funeral Sales Association, Honorary membership, Retired membership, and Mortuary Science Student/ funeral service intern.

(a) (1) Firm membership shall consist of the membership held by a business organization, whether sole proprietorship, partnership or corporation, lawfully engaged in the profession of funeral directing and embalming and having a place of business or regularly or frequently furnishing such services in the Commonwealth of Virginia and who holds a Funeral Service Establishment License issued by Virginia Board of Funeral Directors and Embalmers, and each such establishment holding a firm membership shall be designated as "Firm Member" or "Member."

(a) (2) Non-resident firm membership shall consist of the membership held by an establishment, whether individual, partnership, or corporation, lawfully engaged in the profession of funeral directing and embalming and frequently furnishing such services in the Commonwealth of Virginia but licensed by another state or government entity in which its facility or facilities are located. A non-resident firm membership may attend any open meetings of the Association, including conventions and education sessions, but shall not be entitled to vote or hold office.

(b) Associate membership shall consist of persons engaged in funeral service holding a Virginia license for funeral directing and/or embalming, whose primary employer is a firm member in good standing with the Association and who are non-owners of a funeral establishment. An associate member shall have the right to vote, on behalf of the member firm they represent and hold office in the Association and enjoy all other privileges of the Association.

(b) (1) Non-resident associate shall consist of persons engaged in funeral services holding a Funeral Service License under the laws of a state other than Virginia who are regularly employed by a firm who is a member of a state and national association, who are non-owners of funeral establishments. A non-resident associate may attend any open meeting of the Association, including conventions and educational sessions, but shall not be entitled to vote or to hold office.

(c) Virginia Funeral Sales Association (VFSA) membership shall consist of owners and/or representatives of a business organization whether individual, partnership or corporation, providing funeral home, cemetery and crematory related merchandise, supplies or business services to the funeral profession. This member may attend any open meetings of the Association, including conventions and education sessions, but shall not be entitled to vote or hold office, except for the VFSA Representative serving on the VFDA Board of Directors.

(d) Honorary membership may be conferred upon such individuals, partnerships or corporations as may be elected to such membership by a two-thirds majority vote of the members of the Association present at any meeting duly held, and any such

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individual, partnership, or corporation holding an Honorary membership shall be designated as an "Honorary Member." An honorary member may attend any open meetings of the Association, including conventions and educational sessions, but shall not be entitled to vote or hold office.

(e) Retired membership shall consist of persons who have retired from active employment in funeral service but have kept their Virginia license in effect. A retired member may attend any open meeting of the Association, including conventions and education sessions, but shall not be entitled to vote or hold office.

(f) Mortuary Science Student Membership/Funeral Service Intern Membership. Mortuary Science Membership shall consist of persons who are enrolled in an accredited mortuary science program in the Commonwealth of Virginia certified by the American Board of Funeral Service Education or a Virginia resident enrolled in any accredited Mortuary Science Program certified by the American Board of Funeral Service Education. A Funeral Service Intern Membership shall consist of persons that are engaged in funeral service with a Virginia establishment that is a member of the Virginia Funeral Directors Association, Inc. and a registered intern with the Virginia Board of Funeral Directors and Embalmers. A mortuary science student/ funeral service intern member may attend any open meeting of the Association, including conventions and education sessions, but shall not be entitled to vote or hold office.

(h) Voting by the Board of Directors for Firm membership, Associate membership, Non-resident associate, Virginia Funeral Sales Association, Mortuary science student/ funeral service intern membership, Retired membership and District Associate membership may be open, secret or mail ballot.

Section 4. Membership Packet. A membership packet shall be issued by the Association to the members in such form as may be approved from time to time by the Board of Directors and shall indicate the class of membership.

Section 5. Change of Address of Members. Each member shall promptly notify the Director of Membership of the Association of any change of such member's mailing address and the last address so given or on file with the association office shall be conclusively presumed to be the then present mailing address of such member, at any time for all purposes.

Section 6. Termination of Membership. Any membership may be revoked, suspended or terminated by a majority vote of the Board of Directors for any cause deemed sufficient by said Board at any meeting of said Board duly held. Any such action of the Board of Directors shall be subject to review on written request to the President of the Association by the member against whom such action is taken, at any annual or special meeting of the members of the Association, before which such suspended or dismissed member may appear and be heard, but such member may not be present during the discussion of or voting upon such matter. A vote of the majority of the members present by representative or by proxy and voting at such meeting shall be conclusive with respect to such matter. Any member may withdraw his membership from the Association upon thirty (30) days written notice to the President. Membership in this Association is non-transferable except upon a majority vote by the Board of Directors at a meeting duly held in which case application shall be made by the individual, firm or corporation desiring to acquire the said membership, which application shall state fully all ownership interest of such applicant in any and all establishments engaged in the profession of funeral directing and embalming. Denial of such proposed transfer by the Board of Directors shall determine said membership without further recourse.

Section 7. Non-Discrimination Policy. The Virginia Funeral Director's Association shall not discriminate against any person on the basis of race, color, religion, sex, national origin or physical disability.

ARTICLE III DUES AND FEES

Section 1. All fees (including initiation fees) and dues, which shall include all dues or fees required to be paid to the Virginia Funeral Director's Association, Inc., and the due date and terms of such payments, shall be as determined from time to time by the Board of Directors; provided, however, that any member delinquent in payment of dues for a period of more than forty-five (45) days shall automatically be suspended, but may be reinstated at any time thereafter at the discretion of the Board of Directors and upon such terms as the Board of Directors may determine. All firm member cases submitted to the association office must include all locations associated with that firm. This includes but not limited to all chapels, crematories and rooftops.

Section 2. Any district or other entity of the association that offers continuing education under the Virginia Funeral Directors Association license shall annually participate in the state district partnership package offered by the association and participate in the yearly contribution to the Presidential Reception fund. Fees for the state district partnership package and Presidential Reception Fund shall be set annually by the Association Board of Directors.

ARTICLE IV MEETING OF MEMBERS OF THE ASSOCIATION

Section 1. Annual Meetings: The Association shall hold an annual meeting once each fiscal year at such time and place as to be determined by the Board of Directors. The Board shall determine such date at least two (2) months prior thereto.

Section 2. Special Meetings: Additional or special meetings of members may be called at any time at the discretion of the Board of Directors, and shall be called by the President.

Section 3. Electronic Meetings. On occasions or situations, it is desirable to meet in a virtual format. This may include pandemics, inclement weather, state of emergencies, declarations by state and/or federal officials, and/or other circumstances where it is unlawful and/or unsafe to meet. In these instances, the Virginia Funeral Directors Association can hold its meetings electronically.

3.1 Such meetings must be by videoconferencing and must be conducted using a technology that allows all participating members to see each other as well as to hear each other at the same time.

3.2 Provisions may be made for the use of additional collaborative technology to aid in the conduct of these meetings.

3.3 These provisions apply to the Board of Directors and association committee meetings.

Section 4. Notice of Meetings of Members of the Association: Note of membership meetings, written or printed, for each of the annual and special meetings, shall be prepared and e-mailed or mailed if no e-mail address is on file with the association office by the President, Secretary-Treasurer or Executive Director to the last known e-mail address of each member as shown by the records of the Association. Notice of the time and place of the annual meeting shall be e-mailed not less than thirty (30) days nor more than fifty (50) days prior to the day of such meeting, and notice of time and place and purpose for any special meeting shall be e-mailed not less than fifteen (15) days nor more than fifty (50) days prior to such meeting. Any member, his representative or proxy, qualified to vote, may waive any such notice of such meeting, either regular or special, by writing duly signed by such member, his representative or proxy at such meeting. No business may be transacted at any special meeting of the members other than that stated in the notice of call for such meeting.

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Section 5. Quorum. A Quorum at any annual or any called meeting of the Association of the members shall consist of ten percent (10%) of the members, including officers in good standing, and including in such number the duly appointed representatives of members and proxies duly filed. Unless otherwise specifically provided by law or in the Certificate of Incorporation or in these bylaws, a majority of such quorum shall decide any question or matters presented before the meeting.

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Section 6. Representatives: Each firm member of the Association shall appoint, from time to time, its owner or one of its owners, partners, officers or employees as its representatives to cast its vote at any and all meetings, both annual or special, of the members of the Association and for the vote of such member upon any and all matters submitted to vote at any and all such meetings. The person so appointed to represent the funeral home shall be duly licensed funeral director, embalmer or funeral service licensee of the Commonwealth of Virginia and shall be actively engaged in the profession of funeral directing in Virginia. Firm members of the Association shall have the right to vote by their representatives appointed as aforesaid or by proxy, which proxy shall be a person qualified to be appointed as a representative of a firm member or a representative of a member qualified to vote at each and every meeting of the members whether a regular or special meeting, and each firm member, voting as aforesaid, shall be entitled to only one vote on each question or matter. Such proxy may be appointed by a firm member or by the duly appointed representative of a firm member. The appointment of such representative of a firm member shall not be revoked by the appointment of a proxy for such firm member, and should both the representative and a proxy for any firm member be present at the same meeting of members of the Association, then the appointment of proxy shall be void. In addition to the duly qualified representative heretofore mentioned, each member may have as many officers, owners and employees present at each meeting of the members of the Association as such member desires. Such additional officers, owners or employees may participate in all discussions of the affairs of the Association at the meetings, but shall not be entitled to vote on any matter submitted to a vote of members. In the event the right of any person to vote is questioned, the Credentials Committee shall determine the eligibility of such person.

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ARTICLE V DIRECTORS

Section 1. The Board of Directors: The regulations, management and government of the affairs and business of the Association shall be vested in the Board of Directors which shall consist of ~~eighteen (18)~~ members including in such number, the President, ~~President Elect~~ Immediate Past President, ~~Vice President~~, ~~Secretary-Treasurer~~, and each director shall be a full-time employee of a firm member of the Association. A full-time employee is defined as a payroll employee working 30 plus hours per week for the firm. The sales association representative shall be a full-time employee of an affiliate company. The association has the right to confirm employment and request proof of payroll from the firm. Such director shall be the owner, major stockholder, partner or managing director of the firm they represent or an Associate member of the Association and shall also be a duly licensed funeral director in the Commonwealth of Virginia and actively engaged in the profession of funeral directing in Virginia. The employment termination of a director from his or her member firm shall terminate the tenure.

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Section 2. Nomination and Election of Board of Directors: The members of the Board of Directors other than those corporate officers specified in Section 1 of this Article V shall be elected by a majority of the representatives of firm and associate members of the Association, present at the annual meeting of the members of the Association, in person or by proxy. For that purpose, the Nominating Committee shall nominate only one representative of a member firm for the offices of President, ~~President Elect~~, ~~Vice President~~, ~~Secretary-Treasurer~~, and seven (7) such representatives for offices of Director, one (1) to be chosen from the geographical districts of the Southwest Virginia Funeral Directors Association, Shenandoah Valley Funeral Directors Association, Southside Virginia Funeral Directors Association, Tidewater Funeral Directors Association, Northern Virginia Funeral Directors Association, Inc., Central District Funeral Directors Association and Blue Ridge Funeral Directors Association. One (1) representative for the office of Sales Supplier Representative shall be elected by the Virginia Funeral ~~Sales Association (VFSA)~~ Board of Directors. The VFDA Board of Directors may establish policies regarding the application and nomination process of the election of the Policy Board Representative.

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Directors-At-Large: Four (4) Directors-at-large representing member firms shall be elected by the association. Two (2) directors will be elected every other year and the term of office shall be for two (2) years to ensure only two (2) directors rotate off each year. An At-large director may be elected for no more than two (2) consecutive two (2) year terms. Candidates must declare their intent in writing to run for these board positions by March 1 in the year of the election for the board position to be held, and eligibility to hold office shall be verified by members of the nominating committee within thirty (30) days of the declaration.

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Further nominations for the office of President, ~~President Elect~~, Vice President, ~~Secretary-Treasurer~~ and offices of Directors-At-Large may be made from the floor at such annual meeting, before the election, by any representative or proxy of a firm member qualified to vote and present in person, provided, however, the prior consent to nomination of every proposed nominee and his agreement to service if elected shall be obtained before nomination, and each such representative or proxy when making any such nomination from the floor shall orally certify that such consent and agreement has been obtained from such nominee.

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Section 3. Term of Office: The term of office of each director representing a district shall be a three (3) year term and directors-at-large shall be a two (2) year term or until the next annual meeting of the members of the Association, and thereafter until his successor is duly elected and qualified. The Virginia Funeral Sales Association Representative shall serve two (2) year terms.

Section 4. Vacancies: Vacancies in the Board of Directors occurring between annual meetings of the members of the Association, including a vacancy resulting from an increase by not more than two (2) in the number of Directors, may be filled from the District for the unexpired term of office. Any vacancy resulting from the resignation, dismissal, disqualification or death of a Director other than those corporate officers specified in Section 1 of this Article V shall be filled by a representative of a firm member of the Association that is a member of and from the same geographical district as his or her predecessor whose appointment is recommended or endorsed by (the President of) such geographical district. Any vacancy resulting from the resignation, dismissal, disqualification or death of a Director who was a corporate officer specified in Section 1 of this Article V, except that of President, shall be filled by the representative of a firm member of the Association who is elected by the District. The vacancy shall be filled by the District within thirty (30) days. In the event that a nominee is not submitted by the District, the vacancy may be filled by a majority of the remaining Directors though less than a quorum of the Board of Directors.

Section 5. Meetings of the Board of Directors: Regular or special meetings of the Board of Directors of the Association shall be held at such time or times, at such place or places and for such purposes as the Board of Directors or the President may from time to time direct, unless otherwise provided by the bylaws; provided, however, the President, or the Secretary-Treasurer of the Association shall give written notice at least five (5) days prior to the time fixed for such meeting of the time, place and purposes for each such meeting, or, in lieu thereof, such other notices as may be required by the bylaws, to each member of the Board of Directors at the last known Post Office address as shown by the records of the Association. A Director may waive any such notice by writing signed by such Director before or after such meeting, or by his attendance at such meeting, except where the Director attends a meeting for the express purpose of objecting to the transaction of any business meeting if not lawfully called or convened. Absence from three consecutive meetings of the Board of Directors shall result in a dismissal from the Board. Dismissal may be appealed if notification of intent to appeal is received in writing within two (2) weeks. The President of the Virginia Funeral Director's Association, Inc. shall notify the Director that his/her dismissal is effective and also the President of the district shall be requested to designate or recommend a representative for replacement to fill the unexpired term. Attendees of the VFDA Board of Directors meetings must be a staff member, invited guests or a member in good standing of the Association.

Section 6. Quorum: A quorum of the Board of Directors shall consist of nine (9) members thereof present at any meeting or meetings of such Board and a majority vote of the members of the Board of Directors present in meeting duly assembled shall govern in all matters.

Section 7. Minutes, Records, and Reports: The Board of Directors shall keep minutes of its meetings and activities and render a report at each annual meeting of the Association. The Secretary-Treasurer of the Association shall keep the minutes and records for the Board of Directors, whether he be a member of the Board or not and shall advise the membership through the official bulletin of the activities of the Board so that the membership shall be advised at all times of the activities of the Board.

Section 8. Executive Committee: Through these bylaws the Board of Directors shall annually elect an Executive Committee to be composed of the President, President Elect, Immediate Past President, Vice President, and Secretary-Treasurer. The Executive Committee shall have and be vested with the powers and authority as set forth in the Charter of this Association as amended. Each member of the Executive Committee when elected shall serve until the next annual meeting of the Board of Directors which shall be the first meeting of the Board of Directors following the annual meeting of the members of the Association. All acts of the Executive Committee shall be in meeting, duly assembled, at which at least three (3) members of those present shall govern. Each and every act of the Executive Committee taken in meeting, duly assembled, shall have the same force and effect as is set out in said Charter as now amended provided, however, that in addition to the restrictions upon said Executive Committee set forth in the Charter, a plan of merger or consolidation, a sale, lease, exchange, mortgage, pledge or other disposition of all, or substantially all, the property an assets of the Association, the voluntary dissolution of the Association, or revocation or voluntary dissolution proceedings. A meeting or meetings of the Executive Committee may be called at any time by the President, President Elect, Vice President or the Secretary-Treasurer of the Association by giving at least three (3) days notice of the time, place and purpose of said meeting in writing, e-mailed to each member of the Executive Committee at his last known e-mail address provided, however, that any member of the Executive Committee may waive notice of any such meeting and the presence of a member of the Executive Committee at any such meeting shall automatically be a waiver of such meeting.

ARTICLE VI OFFICERS

Section 1. Officers Created: The officers of the Association shall be a President, President Elect, Vice President, and Secretary-Treasurer.

Section 2. Qualification of Officers. Each corporate officer shall be a full-time employee of a firm member of the Association and shall be a duly licensed funeral director in the Commonwealth of Virginia. The employment termination of an officer from any firm member of which any officer is the representative shall automatically terminate the tenure in office of such officer. The officer shall have thirty (30) days to transfer his or her employment to another member firm of the district of which he or she represents. At the discretion of the Board of Directors, this time period may be extended.

Section 3. Election of Officers: The officers shall be elected by majority vote of the representatives of firm members, associate members or affiliate members qualified to vote and present in person or proxy at the annual meeting of the Association, and the election of each such officer may be held separately. Additional officers established between annual meetings shall be filled by the Board of Directors until the next succeeding annual meeting of the Association and thereafter such officers shall be filled at the annual meeting of the Association in the manner described above so long as such officers remain in existence. This provision shall apply only to corporate offices and shall not be construed to apply in the case of the Executive Director, servants, agents or employees of the Association.

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Section 4. Term of Office: Each officer, so elected, except the Secretary-Treasurer, shall serve for a period of one (1) year and thereafter until his successor is duly elected. Each corporate office of the Association, except the Secretary-Treasurer, may serve for the number of terms in any such office to which he is elected, provided, however, no representative of the same member firm shall serve more than two consecutive terms as President of the Association. The Secretary-Treasurer shall be elected for a period of two (2) years and thereafter until his successor is duly elected. He/she may succeed himself/herself only once.

Section 5. Vacancies: In the event a vacancy occurs in any office except that of President, that office will be filled by election by Board of Directors with an individual nominated by affected District within thirty (30) days of vacancy. If nomination does not come from the District within thirty (30) days, the vacancy will be filled by a majority of the remaining Directors though less than a quorum of the Board of Directors. Vacancies, however occurring, in any office, except that of President, shall be filled by election by the Board of Directors for the unexpired term of such office, from the District for the unexpired term of such office. The District shall notify the Board of Directors from the District. In the event that a nominee is not submitted by the District within thirty (30) days of the annual meeting, nominations may be made from the floor at such annual meeting.

Section 6. Nominating of Officers: Candidates for offices to be filled at the annual meeting of the Association shall be nominated, one for each office, by the Nominating Committee.

Section 7. Duties of Officers:

(a) President: The President shall preside at all meetings of the Board of Directors and members, shall have the general supervision of the affairs of the Association, shall be a member of the Board of Directors, shall sign all certificates of membership and sign or countersign all contracts and obligations of the Association, make reports to the directors and members and perform all such other duties as are herein elsewhere provided and as are usually incident to the Office of Chief Executive, or as may be properly required of him by the Board of Directors. In the event the Secretary-Treasurer shall be incapacitated and unable to sign the checks of the Association, the President shall be authorized to act in his stead. Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the Association to vote either in person or by proxy at any meeting of stockholders of any corporation in which this Association may hold stock, and at any such meeting may possess and exercise all of the rights and powers incidental to the ownership of such stock which, as the owner thereof, this Association might have possessed and exercised if present.

(b) **President Elect:** The **President Elect** shall assist the President in discharge of duties and in case of the President's absence, resignation, or death or inability, shall act as President until the office is filled at the next annual meeting.

(c) Vice President: **The Vice President** shall perform such duties as may be required of **him/her** by the President and Board of Directors. **The Vice President** shall perform all necessary or proper duties of the President during the absence, illness or unavailability of the President **and the President Elect**.

(d) Secretary-Treasurer: The offices of Secretary and Treasurer are merged into one office, the title of which shall be the office of Secretary-Treasurer and such officer shall issue notices of all meetings and other matters requiring notice unless such notice is issued by the President or Executive Director, keep minutes of the Association and Board of Directors, count all ballots and votes, shall have charge of the books of membership, and account, affix and attest the Seal of the Association to all membership certificates, contracts, and other obligations of the Association which may require such signature and/or Seal, and, subject to such resolutions of either or both the Board of Directors or Executive Committee as may be hereafter adopted from time to time, authorize all checks for withdrawal of funds of the Association and perform the duties usually incident to each office of Secretary and Treasurer or as may be required of such office from time to time by the Board of Directors. At the close of each fiscal year, he shall render a report of all transactions, including a financial audit by an individual designated by the Board of Directors which report shall be submitted to the membership by mail. The Secretary-Treasurer shall have custody of all funds belonging to the Association, and shall be under sufficient bond to assure proper accounting for such funds. Premiums on any bond are paid by the Association.

ARTICLE VII EXECUTIVE DIRECTOR

Section 1. An Executive Director, who shall not be the representative of a member of the Association, may be retained by the Board of Directors. Such Executive Director shall serve at the pleasure of the Board of Directors and shall be solely responsible to the Board of Directors. The Board of Directors may prescribe the duties, responsibilities, compensation, contracts, and other matters concerning the Executive Director. The Executive Director shall not be a corporate officer, and the position of Executive Director shall not be a corporate office.

Section 2. The Board of Directors may employ an Executive Director or have the same provided under a contract agreement with a management consulting firm.

ARTICLE VIII COMMITTEES

Section 1. Nominating Committee: No later than ninety (90) days prior to each annual meeting of the Association, the President shall appoint a chairman and **the committee will** be composed of the seven (7) Presidents of the Districts of the Association to include Southwest Virginia Funeral Directors Association, Shenandoah Valley Funeral Directors Association, Southside Virginia Funeral Director's Association, Tidewater Funeral Directors Association, Northern Virginia Funeral Director's Association, Central District Funeral Directors Association, Blue Ridge Funeral Directors Association. This committee shall meet, select and place in nomination one representative of a firm member for each other respective offices created, including President, **President Elect**, **Vice President**, **Secretary-Treasurer** and shall put forth nominations for the Policy Council Representative. Nominees for Directors of the Association shall be reported by the district to the Nominating Committee and Board of Directors for recommendation to membership for election.

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Section 2. Bylaws and Ethics Committee: The Bylaws and Ethics Committee shall review the Association's bylaws and rules, draft amendments as needed and makes recommendations to the Association's Board of Directors. This committee is charged with investigating ethical complaints and reports finding to the Board of Directors.

Section 3. Legislative Committee: The Legislative Committee, to be composed of not less than three (3) members to be appointed by the President within thirty (30) days after his election, shall have charge of, and promote all matters pertaining to, legislation affecting the funeral directors and embalmers of this Commonwealth.

Section 4. Credentials Committee: The Credentials Committee to be composed of not less than three (3) members, including the Secretary-Treasurer, shall be appointed by the President within thirty (30) days after his election, shall pass upon the eligibility of any representative or proxy of a firm member to vote at the annual meeting and any special meetings of the Association and the right, when questioned, of any person to be present and/or heard at any meeting of the Association. Members of the Credentials Committee shall, subject to the pleasure of the President, serve during the tenure of the President appointing them, and until the succeeding President shall have nominated a new Credentials Committee.

Section 5. Convention Committee: The current Convention Committee along with the president for that convention year shall suggest a convention date, location and overall cost projection of the convention to the association's Board of Directors for approval prior to signing a contract with vendors (i.e. hotels, convention centers, etc). Upon approval, the Executive Director of the association shall proceed with the contract negotiations for that convention year.

Section 6: Political Action Committee (PAC): The Political Action Committee shall consist of the President, Secretary/Treasurer, PAC Committee chairperson and legislative committee chairperson. The PAC Committee shall determine how funds are allocated to legislative representatives on behalf of the state association. The Executive Director of the association is responsible for filing the State Board of Election reports on time as determined by the state,

Section 7: Other Committees: The President and/or Board of Directors may, from time to time, appoint such other committees for such purpose or purposes as the President or Board may determine.

Section 8. Terms of Committees: The tenure of each member of each committee other than the Nominating Committee shall, subject to the pleasure of the President, coincide with the tenure of the President appointing such committee unless otherwise specifically provided in the bylaws concerning such committee.

Section 9. Chairman of Committees: The Chairman of each committee shall be appointed by the President.

Section 10. Except for the Bylaws and Ethics Committee, the President shall be Ex Officio member of each committee mentioned or provided for by this ARTICLE VIII, and entitled to attend the meeting of same.

Section 11. Voting: Voting on matters coming before VFDA shall be in accordance with the following terms and conditions.

- (a) Each Firm and Associate Member shall be entitled to one vote on matters coming before VFDA.
- (b) Other Membership Categories, Virginia Funeral Sales Association, Retired, Non-Resident Firm, Non-Resident Associate, Honorary, Mortuary Science Student/Funeral Service Intern shall not have voting privileges on matters of VFDA.

ARTICLE IX OTHER OFFICERS

Section 1. Provision for Chairman Pro Tempore: The President, ~~President Elect~~ and ~~Vice President~~ shall serve in that order as chairman of the meetings of the Association if the presiding officer should, for any reason, be absent, not qualified or unwilling to preside as chairman of any meeting of the members of the Association. If none of such officers is present, qualified or willing to preside as chairman of any meeting, then any other officer or director of the Association may convene the meeting and preside over same while members thereof elect a chairman.

Section 2. Chaplain: The Chaplain shall attend the annual meeting of the Association and open the same with prayer led by himself/herself or a member of clergy or guest speaker designated at his/her discretion. The Chaplain shall be responsible for the Service of Remembrance Memorial Service of the Association.

Section 3. Sergeant-at-Arms: The Sergeant-at-Arms shall attend all annual and special meetings of the Association, and carry out such duties as the presiding officer may from time to time assign to him/her.

Section 4. National Funeral Directors Association Policy Council Representative: It shall be the responsibility of the Board of Directors to elect by majority vote the Virginia Representative to this committee. Those interested in being considered must be a Past President and/or a member in good standing of the Association. The candidate for the position of the NFDA Policy Board Representative must be a past president or VFDA board member with 3 or more years of experience on the VFDA Board of Directors. The Past President nomination(s) will be considered priority over non-past president nominations. The Policy Council Representative shall serve a three (3) year term. Unless completing an unexpired term, the Policy Council Representative may not succeed himself or herself. During his or her term on the Policy Council, the Representative shall be an NFDA member and shall be on the VFDA Board of Directors as a voting member during the entire tenure as a Policy Council Representative. The Policy Council Representative may be removed at any time, with or without cause, by the two-thirds vote of the Board of Directors. A vacancy resulting from removal, death, incapacity, or any other cause shall be filled by the majority vote of the Board of Directors.

Section 5. Sales Supplier Representative. The Sales Supplier Representative must be an associate or affiliate member in good standing of the Association. The Representative shall be appointed by the Virginia Funeral Supply Sales Association (VFSSA) Board of Directors each year. The Sales Supplier Representative shall only serve a two (2) year term and be a voting member of the Board.

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**ARTICLE X
PROCEEDINGS**

Section 1. The Board of Directors may order that the proceedings of any annual meeting of this Association be stored on the Association website and distributed by electronic means as early as practicable following the annual meeting and contain a roll of members, names of officers, names of Directors, names of members of each of the several committees, documentation of reports and proceedings of special meetings, and be emailed to each member of the Association.

**ARTICLE XI
PROCEDURE**

Section 1. Roberts Rules of Parliamentary Procedure shall prevail and be used at all meetings of this Association, unless specific procedure and rules are adopted for any particular meeting by the representatives of firm members of the Association in attendance at such meeting.

**ARTICLE XII
AMENDMENTS**

Section 1. These bylaws may be amended, altered or repealed by a majority vote of the Board of Directors of the Association in a meeting duly called and held for the purpose; provided, however, any bylaw herein contained may be amended, altered or repealed and new bylaw adopted by majority vote of those present and qualified to vote at any regular or special meeting of representatives of firm members of the Association duly called and held for the purpose; and provided further, any bylaw so adopted by a vote of members of the Association shall not be subject to alteration or repeal by the Board of Directors of the Association if such bylaw specifically denies such right of alteration or repeal.

**ARTICLE XIII
CODE OF ETHICS**

The Association shall adopt a Code of Ethics which shall be a part of and incorporated into the bylaws.

**ARTICLE XIV
REPEAL OF PRIOR BYLAWS**

Section 1. All prior bylaws of this Association are here by annulled and repealed.

Section 2. A copy of these bylaws shall be emailed to each present member of the Association, and, stored on the Association website as the same may be hereafter amended, to each member hereafter elected to membership with the Association.

Section 3. A copy of every future amendment, alteration or repeal of any bylaw shall be sent to each then member of the Association and the changes in such bylaws shall be indicated, and a copy of every new bylaw of the Association, hereafter adopted, shall be sent to each then member of the Association.

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Code of Ethics

I

TO THE PUBLIC WE PLEDGE: vigilant support of public health laws, proper legal regulations for the members of our profession; devotion to high moral and service standards conduct befitting good citizens; honesty in all offerings of service and merchandise, and in all business transactions.

II

TO THOSE WE SERVE WE PLEDGE: confidential business and professional relationships; cooperation with the customs of all religions and creeds; observance of all respect due the deceased; high standards of competence and dignity in the conduct of all services; truthful representation of all services and merchandise.

III

TO OUR PROFESSION WE PLEDGE: support of high educational standards and proper licensing laws; encouragement of scientific research; adherence to sound business practices; adoption of improved techniques; observance of all rules of fair competition; maintenance of favorable personal relations.

IV

AS FUNERAL DIRECTORS: we herewith fully acknowledge our individual and collective obligations to the public, especially to those we serve, and our mutual responsibilities for the proper welfare of the funeral service profession.

As an affiliate of the Virginia and National Funeral Directors Associations, we subscribe to the principles set forth in the Code of Ethics and pledge our best efforts to make them effective.

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