

Constitution and Bylaws of the Funeral Consumers Alliance of the Virginia Blue Ridge

Article I. Purpose

Section 1. The purposes of this Alliance are:

- a. To promote and protect the opportunity for each person to choose the type of funeral and/or memorial service which that person desires;
- b. To minimize costs of burial, cremation, and other body disposition services;
- c. To operate as a nonprofit organization providing guidance and information to the general public in achieving the foregoing and other activities pertaining to the care, disposition, or utilization of human remains.
- d. To be organized exclusively for charitable, educational, or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

Section 2. The Alliance assumes no legal or financial responsibility for the final disposition of the body.

Section 3. To comply with 501(c)(3) of the Internal Revenue Code

- a. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- b. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future

Federal tax code) or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

Article II. Membership

- Section 1.** Any person aged 18 and over, without regard to race, creed, gender identity, sexual orientation, or national origin, who is in sympathy with the purposes of the organization shall be eligible for membership.
- Section 2.** A suggested initial donation will be requested at the time of enrollment for each regular adult membership or household in which regular adults are at the same address. Periodic voluntary contributions will be sought to carry out the work of the Alliance.
- Section 3.** Minor children and incompetent dependents of members may be included as members of the Alliance at the request of the person joining.
- Section 4.** A minor who became a member through a parent or guardian must apply to retain membership on his or her own behalf upon reaching 18 years of age.
- Section 5.** A person with a direct interest in a commercial enterprise selling funeral merchandise, services, or insurance may be accepted as an associate member. Associate members are not eligible to serve as trustees.

Article III. Trustees

- Section 1.** The management and administration of this organization, except as otherwise provided herein, shall be vested in the Board of Trustees, consisting of nine trustees elected by the members at the annual meeting. Only regular adult members shall be eligible to serve as trustees.
- Section 2.** Trustees shall serve staggered three-year terms. Of the initial board, one-third shall be elected for three years; one-third for two years; and one-third for one year. Thereafter, three trustees shall be elected each year, each for a three-year term.
- Section 3.** The trustees may appoint a successor to fill any unexpired term.
- Section 4.** Board members shall serve without pay. No board member shall be a paid employee of the Alliance.
- Section 5.** The board may appoint advisory committees from time to time, as need arises.

Section 6. Reasonable out of pocket expenses of Board members are eligible for reimbursement upon prior approval by the Board of Trustees.

Section 7. The Trustees of the Alliance shall also serve as Directors of the Corporation (see Articles of Incorporation dated May 20, 2004).

Article IV. Officers and Directors

Section 1. Within two weeks following the annual meeting, the newly-elected Board of Trustees shall meet and elect the following officers from its number: a President, a Vice-president, a Secretary, and a Treasurer. The officers shall constitute the Executive Committee.

Section 2. Officers shall serve for a period of one year, and may be elected to succeed themselves.

Section 3. The President may appoint, with the approval of the Board, a legal advisor who shall serve at the pleasure of the Board.

Section 4. Any officer may be removed for cause from such position by a unanimous vote of all other trustees at a regularly-called meeting.

Article V. Nominations

Section 1. The President, with the approval of the Board of Trustees, shall, not less than six months prior to the annual meeting, nominate three members to serve as the Nominating Committee, two of whom shall be from the membership at large and one from the Board of Trustees.

Section 2. The active Nominating Committee shall, after having obtained the consent of the persons to be nominated, report its nominations to the Board of Trustees, not less than two months prior to the annual meeting.

Article VI. Elections

Section 1. The election of trustees shall be held at the annual meeting. The notice for the annual meeting, mailed no later than 30 days prior to the annual meeting, shall include the proposed slate of nominees.

Section 2. A request for additional nominations from the floor will be made prior to any election.

Article VII. Voting

Section 1. Each regular adult member shall have one vote.

Section 2. The privilege of voting by proxy or absentee ballot shall not be extended to any member.

Section 3. Ballots shall be required when so voted by the membership, or whenever there are more names placed in nomination than there are vacancies to be filled.

Article VIII. Meetings

Section 1. The annual meeting of the Alliance shall be held between September 1 and October 15 of each year, at a time and place within the service area, to be designated by the Board of Trustees. Members shall be notified by a mailing not less than 30 days prior to the meeting.

Section 2. The president shall cause a special meeting of the members to be called upon the written request or petition of at least 10% of the total enrolled membership or 25 members, whichever is the smaller, or upon the request of the majority of the Board of Trustees.

Section 3. Such a special meeting shall be called by the secretary, who shall mail a notice to each member at least 14 days prior to the meeting. Such notice shall include a statement of the purposes of the meeting.

Article IX. Quorum

Section 1. At any meeting of the membership, a quorum shall consist of at least 10% of the total enrolled membership or 15 members, whichever is the smaller.

Section 2. At all meetings of the Board of Trustees, a majority shall constitute a quorum.

Article X. Amendments

Section 1. These Bylaws may be amended by a majority vote of the members present at any annual meeting or properly-called special meeting of the membership, provided members have been notified of proposed changes, with an explanation, mailed at least 30 days prior to the meeting.

Article XI. Reciprocity and Transfers

Section 1. This Alliance fully endorses and agrees to honor reciprocity and rights of transfer for any member of an Alliance affiliated with Funeral Consumers Alliance.

Section 2. Under the reciprocal agreement, each member organization is to provide the usual service, advice, and assistance as they are able to arrange for their own members, to the members of the other organizations should need arise while traveling in their area.

Section 3. A member of another Funeral Consumers Alliance member organization moving into the area shall be welcomed as a member in good standing upon the request of the transferring member. A transfer fee may be charged to cover the cost of making the transfer.

Article XII. Financial Review

Section 1. One month before the close of the fiscal year, the president shall appoint two members from the membership at large to review the financial records. An external financial review shall be conducted if requested by a majority of the Board of Trustees or by a petition signed by five members and delivered to the secretary one month before the close of the fiscal year.

Article XIII. Fiscal Year

Section 1. The fiscal year of this Alliance shall be the calendar year.

Article XIV. Dissolution

Section 1. In the event of dissolution of this organization, assets remaining after payment of all liabilities will be remitted to FCA~Funeral Consumers Alliance, Inc., a 501(c)(3) corporation or its designated successor for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. If this is not possible, assets shall be distributed to the Federal government or to the state or local government for a public purpose.. No part of such distribution shall inure to the benefit of any member of the Funeral Consumer Alliance of the Virginia Blue Ridge.

Section 2. A list of members and other appropriate materials will be turned over to FCA~Funeral Consumers Alliance if no other local organization is available to serve those members.

Article XV. Parliamentary Procedure

Section 1. Parliamentary procedure is hereby adopted as the Rules of Order. The Board of Trustees will select a recommended text by which to abide.

The document was the creating document of the Funeral Consumers Alliance of the Virginia Blue Ridge, adopted by the membership at its first annual meeting, October 15, 2001.

Adopted by the annual meeting, October 11, 2004 (Changes made: **Article III-Section 7.** The Trustees of the Alliance shall also serve as Directors of the Corporation)

The above amendments are a true, correct and complete copy of the amendments to the Constitution and Bylaws of the Funeral Consumers Alliance of the Virginia Blue Ridge approved by the membership on October 11, 2004.

Marcia Bailey, President, October 14, 2004

Alan Bayer, Vice President, October 14, 2004

Isabel Berney, Secretary, October 14, 2004

Darrel Clowes, Treasurer, October 14, 2004