# BY-LAWS
# OF
# WASHINGTON CEMETERY, CREMATION AND FUNERAL ASSOCIATION

## ARTICLE I

## NAME AND OFFICE

Section 1. The name of the organization shall be the Washington Cemetery, Cremation and Funeral Association (WCCFA). The registered agent and the registered office of the WCCFA shall be designated by resolution of the Board of Directors.

## ARTICLE II

## MEMBERSHIP

Section 1. Any retail business in the State of Washington, regulated by Title 68 RCW or by Chapter 18.39 RCW, and which has operated in the State of Washington for a period of one year or more and has conformed with the ethics, principles and spirit of the Association during that period, shall be eligible for voting membership. Municipal cemeteries shall have the option to join the Association under the Voting Member category, paying full voting member dues, or as non-voting members, paying whatever is the current flat-rate annual dues for municipal members. Current Municipal cemetery members shall have the option to convert their membership from non-voting status to voting-member status.

Section 2. The Board of Directors shall have the privilege of granting special memberships which shall be non-voting to persons or firms not able to qualify under Article II, Section 1, to include suppliers, individuals and municipal cemeteries.

Section 3. Application for membership shall be made to the Secretary-Treasurer, and shall be submitted by the Secretary-Treasurer to the Board of Directors for acceptance or rejection. The Board's decision shall be final, except that if the application is rejected, the applicant may request and the Board shall submit such application to the membership at the next annual meeting for its acceptance or rejection.

Section 4. The Board of Directors may bestow Lifetime Membership privileges to persons who have been uninterrupted members and notable supporters of the association for twenty (20) or more years. Such persons shall be nominated by a member of the Board. The nomination shall be reviewed by the

Board of Directors Executive Committee and upon their unanimous approval, the nomination shall be ratified by the board. Such Lifetime Membership privilege shall carry with it all the privileges of a non-voting member. Dues shall be waived.

Section 5. Annual membership dues and an operating budget shall be established at the annual meeting prior to the beginning of each fiscal year by the Board of Directors. The membership will be immediately notified of the approved budget and dues schedule.

Section 6. Any member of the Association who violates the standards of conduct and business ethics of the International Cemetery and Funeral Association or for cause may be expelled by majority vote of the Board of Directors. Any expelled member may request a review by the members at the next annual meeting and such a request shall be submitted to the members.

Section 7. Whenever ownership of a member in good standing has been transferred to a new ownership, such new ownership shall file a new application for the membership to continue. Failure to file such application for the membership within ninety (90) days after the happening of such ownership transfer shall be cause for cancellation of the existing membership by the Board of Directors.

## ARTICLE III

## MEETINGS

Section 1. The annual meeting of the membership shall be held between June 15 and October 15 anywhere designated by the board of Directors for the purpose of electing Directors and for the transaction of such other business as may be brought before the meeting. Not less than thirty (30) days' notice of place, day and hour of the annual meeting shall be given by the Secretary-Treasurer, either by mail (which may be the Association bulletin) or delivered personally to each member entitled to vote at the meeting.

Section 2. Special meetings of the members may be held whenever call is made by the President; by any three Directors, or by twenty-five percent (25%) of the regular members. It shall be the duty of the Secretary-Treasurer to give notice of such special meetings to all members entitled to vote at the meeting indicating the purpose or purposes thereof, the notice to be mailed at least ten (10) days prior thereto, and to state the place, day and hour of the special meeting.

Section 3. A member in good standing may designate any of its officers or employees to act for it in the Association, and to vote at all meetings, provided that only one vote be cast by each member property. Such designation shall be on

a “Designation of Voting Rights” form authorized by the Board and mailed to each member along with notice to the annual meeting. Members shall submit the “Designation of Voting Rights” form by return mail no later than seven (7) days prior to opening gavel of the annual meeting, or submitted in person by the designate voter to the Secretary-Treasurer prior to opening gavel. There shall be no proxy or cumulative voting.

Section 4. At any meeting of the members, twenty percent (20%) or more of the voting members of the Association in good standing shall constitute a quorum for all purposes.

Section 5. In the absence of the President and Vice-President, a Chairman elected by members present shall preside at the meeting of the members.

Section 6. All meetings of the Board of Directors shall be on call of the President or any three Directors. At least ten (10) days prior, the Secretary-Treasurer must notify each Director of the time, day and place of such meetings.

Section 7. The latest edition of Robert’s Rules of Order shall govern this Association in all cases to which they are applicable and not in conflict with the Charter or these By-Laws.

## ARTICLE IV

## BOARD OF DIRECTORS

Section 1. The board of Directors shall manage the affairs of the Association.

Section 2. The Board of Directors shall consist of six Directors, elected from the members in good standing, one supplier representative elected by the membership, and serving as ex-officio members of the Board shall be the Vice-President and President, who shall be elected by the Board, and the immediate Past President.

Section 3. Two new Directors shall be elected each year for three-year terms to the Board. Each year of office shall run from Annual General Membership Meeting to Annual General Membership Meeting regardless of date meeting is held. One Alternate Director shall be elected each year for the purpose of serving out the remainder of the term (if such is the case), of any director elected to the offices of Vice-President or President.

Section 4. In the event, a vacancy occurs on the Board of Directors between Annual Meetings, the Board shall elect a member in good standing to fill that vacancy until the next Annual Meeting. At the next Annual Meeting, the members shall elect a Director to complete the remainder of the term, if any. A vacancy among the officers shall be filled by a member in good standing, and in such a manner as the Board shall deem most reasonable. Any Director may resign his/her office at any time, upon written notice to the President or Secretary-Treasurer.

Section 5. The supplier member shall be elected each even numbered year for a two-year term. Vacancies occurring in the supplier member position shall be filled pursuant to the provision of Article IV, Section 4.

Section 6. The office of a member of the Board of Directors shall be declared vacant when the affiliation of such member with a member of this Association, is terminated. However, affiliation by that Board Member with another Washington Cemetery and Funeral Association member, or in the case of a supplier member with another member supplier, shall not be considered vacant when such change of affiliation occurs.

Section 7. A Director elected under this Article who has served a full three-year term shall not be eligible for election for another term, until at least one year shall have elapsed; however, a Director elected or appointed to fill a vacancy of less than a three-year term shall be eligible for election to a full term.

Section 8. All meetings of the Board of Directors shall be at the call of the President and must have a quorum consisting of a majority of the Board members present.

## ARTICLE V

## ELECTIONS

Section 1. At least sixty (60) days prior to each Annual Meeting, the President shall appoint a nominating committee composed of five or more voting members, at least one of whom shall be a Past-President of the association, and one a member of the Board of Directors of the Association, whose duty it shall be to nominate at least five voting members in good standing to stand for election to the Board of Directors. After receiving the report of the nominating committee, the President shall call for further nomination from the floor.

Section 2. Each member in attendance shall be entitled to vote for two (or more should exiting vacancies necessitate pursuant to Article IV, Section 4) candidates for the Board. The two nominees for Board positions receiving the

largest number of votes shall be declared elected. The nominee receiving the third largest number of votes (or the runner up number should vacancies be voted upon) shall be declared the alternate.

Section 3. The supplier members, who have been in good standing for at least 30 days, shall caucus on the day of the annual meeting of each even numbered year, and shall nominate not more than two (2) members, each of whom shall have been a supplier member for at least one year, to the Board of Directors. The names of the nominees shall be submitted to the Chairman of the Nomination Committee prior to the opening gavel of the annual business meeting. The President shall accept additional nominations for the supplier position on the Board of Directors, provided that such nominees are duly qualified. The candidates receiving the highest number of votes of the membership for the supplier position shall be elected and serve with all of the privileges accorded to all members of the Board of Directors.

Section 4. Only persons designated on a valid "Designation of Voting Rights" form, submitted in accordance with Article II [note: this should be Article III], Section 3 of these by-laws, may vote.

## ARTICLE VI

## OFFICERS

Section 1. The officers of this Association shall be a President, Vice-President and Secretary-Treasurer. Their terms of office shall be for one year (adjournment of Annual Meeting to adjournment of Annual Meeting) unless re-elected.

Section 2. The President, Vice-President, and the Secretary-Treasurer shall be elected by the members of the Board. Those elected President or Vice-President shall be persons who are current or past members of the board of Directors that were elected by the membership. The Secretary-Treasurer position shall be an ex-officio position on the Board without vote unless held by an incumbent Board member.

Section 3. The President shall preside at all membership and Board of Directors meetings, appoint all committees, and shall perform such duties as are usual of the office or that may be required by the Board of Directors. In the absence of the President, the Vice-President shall perform all the duties of the office of the President.

Section 4. The Secretary-Treasurer or his/her designee shall be custodian of the records of the Association which shall include the minutes of the meetings of the members, and of the Board of Directors. The Secretary-Treasurer shall be the custodian of the funds of the Association, and shall cause all monies to be delivered for deposit in the bank selected by the Board of Directors. The records of the Secretary-Treasurer shall be open to inspection by any voting member in good standing. At each annual meeting a complete financial statement will be submitted by the Secretary-Treasurer to an auditing committee for its inspection. All monies and records shall be surrendered to the successor at the expiration of the term of the Secretary-Treasurer.

Section 5. The Board of Directors may appoint an assistant to the Secretary-Treasurer to perform any or all of the duties of the Secretary-Treasurer.

Section 6a. There shall be an Executive Committee consisting of the President and two Directors chosen by the Board. The President shall be chairman of the Executive Committee.

Section 6b. The Executive Committee shall have and perform all the duties of the Board of Directors while the Board is not in session. The Executive Committee may decide the time and place of the Annual Meeting and Convention and shall perform such duties as the Board of Directors may require. The Executive Committee shall keep a record of its acts and proceedings and report to the Board of Directors for its approval at its next regular or special meeting, provided that minutes of the Executive Committee be distributed to the Board within fifteen (15) days following a meeting. Such report shall be part of the official record of acts of the Boards of Directors.

## ARTICLE VII

## SALARIES AND FEES

Section 1. The Board of Directors may retain an Executive Director who shall report to the President. Duties, responsibilities, and compensation of the Executive Director shall be established by the Board. The Executive Director shall be an ex-officio member of the Board without vote and may be appointed as assistant to the Secretary-Treasurer.

Section 2. Any Director, or member, shall be compensated for any expenses incurred for travel, meals, hotel, telephone, telegrams, or other items required in the performance of duties ordered by the President or the Board of Directors.

## ARTICLE VIII

## FISCAL YEAR

The fiscal year of this Association shall begin on January 1 and end on December 31.

## ARTICLE IX

## DISSOLUTION - MERGERS

Section 1. Disposition of Assets on Dissolution or Merger. On the Dissolution or Merger of the Association with any other association with like or similar purposes, none of the assets of this Association shall be distributed to the members thereof. Instead, such assets after the discharge of all outstanding liabilities shall be distributed to one or more tax exempt, regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors; provided however, that in the event of a merger with another association with like or similar purposes, the Board of Directors may, in lieu of such distribution, elect to transfer all or part of such assets to the organization with which the merger is being effected.

Section 2. In the event that another association or organization should merge with this association, the Board of Directors shall cause a certified audit to be taken of the assets and liabilities of each organization involved. Merging of assets and liabilities shall be agreed to by each of the organization's Board of Directors prior to completion of merger in accordance with disclosures made during the audit. The auditing firm will be selected by the WCCFA Board of Directors.

## ARTICLE X

## BY-LAW AMENDMENTS

Section 1. These By-Laws may be amended by majority vote at any annual meeting of the members, or any special meeting of the members, called for that purpose.

Section 2. All amendments to the by-laws shall have first been submitted to the Board of Directors for their consideration. A do-pass recommendation shall be presented to the membership. By-laws presented directly to the membership without Board review may be submitted only at the Annual Meeting which shall be considered due notice for the following Annual Meeting.