

ICCFA BYLAWS

Amendments were approved by the ICCFA Membership on April 4, 2019.

ARTICLE I: NAME AND LOCATION

SECTION 1. NAME: The name of this association shall be the International Cemetery, Cremation and Funeral Association.

SECTION 2. PRINCIPAL OFFICE: The principal office of the association shall be located in the metropolitan area of Washington, D.C.

SECTION 3. SEAL: The association shall have a seal of such design as the Board of Directors may adopt.

ARTICLE II: OBJECTIVES

SECTION 1.

To provide opportunities for the interchange of ideas and experiences among members and provide a forum for the education and training of those involved in all phases of the cemetery, cremation, funeral service, and memorialization profession. To provide leadership in setting and maintaining high ethical standards. To gather, maintain and disseminate information and plan for the future through research and analysis of trends. To inform the public concerning all aspects of the profession, both directly and through its membership. To encourage its members to constantly strive to meet and exceed the needs of the public. To encourage prearrangement and pre-funding of the end of life plans in keeping with sound business practices and the welfare of the families we serve. To encourage the development of cemeteries as places of permanent memorialization and placement by providing guidance in the establishment and management of trust funds to preserve the cemetery as a place of lasting beauty. To represent the association before government entities of all types, or provide the information necessary for that representation.

ARTICLE III: MEMBERSHIP

SECTION 1. QUALIFICATIONS: Membership in this association shall be open to any person, partnership, firm, or corporation primarily engaged in end of life services such as cemetery, funeral, cremation operations, or primarily engaged in providing retail services or products for the memorialization and final disposition of human remains and which shall subscribe to the association's Bylaws and Code of Ethics.

SECTION 2.

a. Classes: The membership in this association shall consist of the following classes:

- (1) Regular member
- (2) Professional/Supplier member
- (3) Associate member
- (4) Life and honorary member
- (5) Mortuary school student/trainee member
- (6) Music license member

b. Regular member:

- (1) Any individual, partnership, firm, corporation, association, municipality, and religious and fraternal organization, being profit or not-for-profit, or any other entity owning, controlling or managing a cemetery, funeral home, or crematory for the memorialization and final disposition of human remains may become a Regular member of this association.
- (2) Each Regular member shall designate no more than two (2) individuals, who are engaged in any of the businesses described in Section 2.b.(1) of this article, to represent, vote and act for the member in the affairs of the association. If a second individual is designated, the Regular member shall pay additional dues for that individual.
- (3) If any individual, firm, corporation or other form of organization under this membership class owns or controls the operation of more than five (5) Regular members, the total number of votes permitted to be cast by such Regular member at any election or on matters upon which votes are cast shall be limited to five (5) votes for up to 50 Regular members so owned or controlled. Such entities shall be entitled to additional votes based on the following ratio: ownership or control of 51 to 75 Regular members: a total of six (6) votes; 76 to 100: seven (7) votes; 101 to 150: eight (8) votes, 151 to 200: nine (9) votes; 201 and over: ten (10) votes; and thereafter one (1) additional vote per one hundred (100) additional Regular members.

c. Professional/Supplier member:

(1) Any individual, firm, or corporation providing materials, supplies, products, or professional services such as accounting, architectural, legal, and others used by a Regular member may become a Professional/Supplier member of this association.

(2) Each Professional/Supplier member shall designate no more than two (2) individuals, who are engaged in any of the businesses described in Section 2.c.(1) of this article, to represent the member in the affairs of the association. If a second individual is designated, the Regular member shall pay additional dues for that individual.

(3) Voting privileges do not extend to this class. Any individual, firm, corporation or other form of organization under this membership is entitled to representation on the Board of Directors by up to two (2) members of this class as voted by the Regular members. Members of this class are eligible to hold office in this association as provided in Article VI.

d. Other members. The following membership classes shall have no vote or be eligible to hold office in this association.

(1) Associate member: Any individual, firm, corporation, association, municipality, and religious and fraternal organization affiliated with a Regular member or a Professional/Supplier member, may become an associate member of this association upon recommendation of a Regular member or a Professional/Supplier member. In the event that an associate member shall leave employment or active affiliation with the Regular member or Professional/Supplier member who recommended that person for membership, then that person's associate membership shall immediately cease and terminate. Nothing in the preceding sentence precludes a person from filing a new application upon becoming affiliated with another member.

(2) Life and honorary member: Life and honorary memberships may be conferred upon individuals at such time and under such terms as the Board of Directors shall determine.

(3) Mortuary school student/trainee member: Any individual enrolled in an accredited school of mortuary science, and any graduate of an accredited school of mortuary science seeking employment in the industry may become a student/trainee member of this association.

(4) Music License member: Any individual, partnership, firm, corporation, association or other organization owning, controlling or managing a funeral home, cemetery, combination operation, mausoleum,

columbarium or other retail business providing funeral or memorial services at which copyrighted music is played, may become a Music License member of this association.

e. Any dispute concerning the proper classification of a member, including whether a Regular member is affiliated with end of life services such as cemetery, funeral, cremation operations, or primarily engaged in providing retail services or products for the memorialization and final disposition of human remains, shall be resolved by the Credentials and Elections Committee.

SECTION 3. APPLICATION FOR MEMBERSHIP: All applicants for membership shall complete and sign the form of application provided by the association and submit the application to the principal office of the association. Such application shall include an agreement by the applicant to abide by the association's bylaws and Code of Ethics. When there is a change in ownership of a member, the new owner must apply for a new membership.

SECTION 4. ADMISSION OF MEMBERS: The names of all applicants shall be published one (1) time in the association's principal periodical. Members may make written objection to such application to the Association within 45 days after publication. In the event that an objection is filed, the Executive Committee shall direct an inquiry into the objections and determine whether the individual meets the membership qualifications. In the event of rejection of an application, such applicant shall be notified by the chief operating officer responsible for membership, in writing, of the reason(s) for such rejection. Upon written request, the applicant shall be granted an appeal and hearing before the Board of Directors or a special committee of not less than five (5) members of the Board or past presidents appointed by the president. The decision of the Board of Directors shall be final as to the applicant's request for membership.

SECTION 5. SUSPENSION AND EXPULSION:

a. Any membership may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership shall be a violation of the bylaws or Code of Ethics, any lawful rule or practice duly adopted by the association or any other conduct prejudicial to the interests of the association or likely to bring the association or the profession into disrepute.

b. Whenever the association receives a written complaint concerning the conduct of a member, the complaint shall be referred to the Executive Committee, who shall make an inquiry into the conduct in question and submit a recommendation to the Board of Directors. Suspension or expulsion shall be by two-thirds (2/3) vote of the Board of Directors; provided that a statement of the charges shall have been sent by registered mail to the last recorded address of the member at least thirty (30) days before

the final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered and the member shall have the opportunity to appear in person to present any defense to such charges before action is taken thereon.

SECTION 6. AFFILIATION: In the event that any designated representative of any member ceases to be affiliated with that member, that individual's membership in the association shall immediately cease and terminate. If that individual is serving as an officer of the association or on the Board of Directors, if that individual does not become affiliated with another qualified member and designated as the representative of that member within six (6) months from the cessation of membership, then that office shall automatically be declared vacant. However, this shall not extend any term of office beyond its normal expiration date. Questions concerning the cessation of affiliation shall be referred to the Executive Committee, whose decision is final.

SECTION 7. RESIGNATION: Any member may voluntarily resign from the association by filing a written resignation with the president, secretary or executive director, but such resignation shall not relieve such member of the obligation to pay any dues or other charges theretofore accrued and unpaid or from fulfilling the obligations of the Credit Exchange Plan or any other similar program that the association may adopt.

ARTICLE IV: DUES

SECTION 1. ESTABLISHMENT OF DUES: The annual dues for each member of the association shall be determined by the Board of Directors.

SECTION 2. DELINQUENCY AND CANCELLATION: Any member whose dues remain in arrears for a period of six (6) months may be dropped from membership in the association, after receiving notice and being afforded an opportunity for a hearing; provided in case of hardship that the Executive Committee may extend the time for payment of dues and continuation of membership privileges upon written request of a member to the Executive Committee and for good cause shown. Any member whose dues are in arrears for ninety (90) days may be denied the services and privileges of membership by the Executive Committee, including the right to vote and hold office.

SECTION 3. REFUNDS: No dues shall be refunded to any member whose membership is terminated for any reason.

ARTICLE V: MEETINGS

SECTION 1. ANNUAL: The annual meeting of the association shall be held at such place, date and time as may be suggested by staff and approved by the Board of Directors. Notice of the annual meeting shall be published in the official magazine of the Association at least sixty (60) days prior to the meeting. Such notice may also be provided by electronic means such as email. The Board of Directors shall determine and include in the notice of the annual meeting the procedure for distributing ballots, times ballots may be cast, and the location of the ballot box.

SECTION 2. SPECIAL: Special meetings of the association may be called by the president or the Board of Directors, or shall be called by the president upon the written request of twenty-five (25) of the Regular members of the association. The business to be transacted at any special meeting shall be stated in a notice thereof, and no other business may be considered at that time.

SECTION 3. NOTICE: Notice of any meeting of the association shall be mailed to the last recorded address of each Regular member at least twenty (20) days before the time scheduled for the meeting. Such notice may also be provided by electronic means such as email.

SECTION 4. QUORUM: At any annual or special meeting of the association, a quorum shall consist of no less than fifty (50) Regular members.

SECTION 5. VOTING: Prior to the annual meeting, the secretary or secretary's designee shall send to each Regular member a form by which the Regular member shall certify an individual who shall be entitled to vote on its behalf at the next annual meeting or at any special meeting. Such certification shall be filed with the secretary before a Regular member is permitted to vote. No Regular member may cast more than the specified number of votes in accordance with Article III: Membership, Section 2.b,c. Unless otherwise specifically provided by the bylaws, a majority vote of those Regular members present and voting shall govern.

SECTION 6. RULES OF ORDER: Robert's Rules of Order (revised) shall govern this association when applicable and not in conflict with these bylaws.

SECTION 7. CANCELLATION OF MEETINGS: The Board of Directors may cancel or postpone any annual or special meeting for cause.

ARTICLE VI: BOARD OF DIRECTORS

SECTION 1. AUTHORITY AND RESPONSIBILITY: The Board of Directors shall have supervision, control and direction of the affairs of the association, shall determine its policies or changes therein within the limits of the bylaws, shall actively prosecute its objectives, shall have discretion in the disbursement of its funds and shall have such other powers as are allowed by statute and not in conflict with these bylaws. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Committee or any other designated agent.

SECTION 2. COMPOSITION: The Board of Directors shall consist of the president, and twenty-four (24) Directors of which eighteen (18) Directors shall be Regular members, two (2) Directors shall be Professional/Supplier members, and four (4) Directors shall be past presidents, including the two (2) most immediate past presidents to serve two-year terms, and two past presidents selected by the group of past presidents to serve one-year terms.

SECTION 3. TERM OF OFFICE AND MANNER OF ELECTION:

a. Six (6) Regular members shall be elected by the membership at the annual meeting to serve a term of three (3) years and one (1) Professional/Supplier member shall be elected by the membership at the annual meeting to serve a term of two (2) years. The candidates for the six (6) Regular member seats and the one (1) Professional/Supplier seat receiving the highest number of votes (among their perspective categories) shall be elected. Candidates next in number of votes shall be elected to any shorter terms. In the event that there is a tie in the vote for filling the final term or a vacancy on the Board, the existing Board shall resolve the tie. A person elected at-large to the Board of Directors for a three (3) year term shall not be eligible for election for another three (3) year term until at least two (2) years shall have elapsed. For the first year in which Professional/Supplier members shall be eligible for election to the Board of Directors, two (2) candidates shall be elected who will serve staggered terms of two (2) and one (1) year(s) respectively.

b. Nominations from the floor are prohibited.

c. Ballots for electing members of the Board shall only be distributed to those individuals, or their substitutes, named in the certificate. A valid ballot must contain a vote for the exact number of Directors to be elected. Any ballot containing votes for more or less than the exact number to be elected shall be invalid. Ballots may have votes for no more than three (3) write-in candidates. No ballot shall be invalid by reason of a write-in candidate not being eligible to serve on the Board.

d. The retiring president shall automatically become a member of the Board of Directors to serve a term of two (2) years. A past president shall not be eligible to be elected to the Board of Directors after that individual has served a two (2) year automatic term as a member of the Board following the expiration of that individual's term as president.

e. Upon becoming president, that individual's unexpired term if any, as a member of the Board shall be declared vacant, but said individual shall serve as a member of the Board by virtue of the office for as long as the individual remains president.

f. No person shall be elected at large to the Board of Directors if three (3) persons representing or employed by the same Regular member, or one (1) person representing or employed by the same Professional/Supplier member are already serving as at-large members of the Board. Except as provided in Article III: Membership, Section 6, no person shall be a member of the Board of Directors during any time that that individual is not a member of the association, or during any time in which that individual receives or is to receive payment from any other national allied-industry trade association. All questions of eligibility arising hereunder shall be referred to and determined by the Executive Committee except that eligibility questions regarding write-in candidates for Director shall first be referred to the co-chairs of the Credentials and Elections Committee.

SECTION 4. VACANCIES: Any vacancies that may occur on the Board of Directors by reason of death, resignation, or otherwise may be filled by the remaining members of the Board for the unexpired term. A person selected to fill an at-large vacancy of less than three (3) years shall be eligible for re-election to a three-year term immediately thereafter.

SECTION 5. MEETINGS:

a. Regular meetings of the Board of Directors shall be held at such time and place as the Board itself may designate.

b. Special meetings of the Board may be called by the president or upon demand by a majority of Board members.

Written notice of the purpose, time, and place of special meetings shall be delivered personally to each Director or communicated to each Director by telephone, facsimile, overnight mail, electronic mail message, or mail, charges prepaid, addressed to the Director at the Director's address as it is shown upon the records of the corporation. In case such notice is mailed, it shall be deposited in the United States mail at least five (5) days prior to the time of the holding of the meeting. In case such notice is delivered, personally or by telephone, facsimile, overnight mail, or electronic mail message, it shall be so delivered

at least seventy-two (72) hours prior to the time of the holding of the meeting. Any such transmission of notice, as above provided, shall be due, legal and personal notice to such Director. As used herein, notice by telephone shall be deemed to include a voice messaging system or other system or technology designed to record and communicate messages to the recipient, including the recipient's designated voice mailbox or address on such a system.

Notice of a meeting need not be given to any Director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to such Director. All such waivers, consents, and approvals shall be filed with the corporate records or made part of the minutes of the meeting.

c. Organization Meeting. As soon as possible after the election of new members of the Board of Directors, the newly elected Board shall meet at the call of the retiring president to elect the officers of the association and transact such other business as may come before the meeting.

For this meeting, no notice other than the public announcement of the meeting by the retiring president shall be necessary. The call for this meeting shall be made by public announcement immediately following the election of new members of the Board. The results of the election of officers shall be made known to the membership as soon as possible after the election.

d. Meetings of the Board of Directors may be held by teleconference or videoconference provided that the meeting is conducted by a technology that allows all persons participating to hear each other at the same time and, if a videoconference, to see each other as well.

SECTION 6. RESIGNATION OR REMOVAL: Any member of the Board of Directors may resign at any time by giving written notice to the president, secretary, or to the Board. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof by the president. Any member of the Board may be removed for cause by a two-thirds (2/3) vote of the Board of Directors at any regular or special meeting at which a quorum is present.

SECTION 7. COMPENSATION: Members of the Board of Directors shall not receive any compensation for their services as Board members.

SECTION 8. QUORUM OF THE BOARD: The required quorum shall be 51 percent of the entire Board as duly elected and appointed at the time of each meeting. Action on any matter shall require the affirmative votes of more than one-half (1/2) of the Board members present.

ARTICLE VII: DECLARATION OF POLICY

SECTION 1. The responsibility and authority for any declaration of association policy, and/or endorsement, and/or rejection of any matter on any subject of policy, is reserved to the judgment and discretion of the Board of Directors of the association or the Executive Committee between meetings of the Board of Directors. Neither committees, other than the Executive Committee, nor individual members of the association are authorized directly or indirectly to commit the association in any way or in any manner, financially or otherwise, without prior approval by the Board of Directors, except as specified in the approved budget.

ARTICLE VIII: OFFICERS

SECTION 1. ELECTED OFFICERS: The elected officers of the association shall be a president, a president-elect, a secretary, and a treasurer. The president-elect, secretary and treasurer shall be elected annually by the Board of Directors at the regular meeting held pursuant to Article VI: Board of Directors, Section 5.c. Election shall be by ballot and a majority of the votes cast shall elect. In the event of a tie vote for any elective office, there shall be subsequent balloting until the office is filled. The president-elect shall assume the office of president at the convening of the first meeting of the newly elected Board of Directors, and preside during the election of officers, and shall also serve as a member of the Board of Directors during the individual's term in office as president.

SECTION 2. APPOINTED OFFICERS:

a. Subject to approval from the Board of Directors, the president may appoint one (1) or more vice presidents with responsibilities presented to the Board of Directors at the time of appointment.

b. The Board of Directors shall employ one (1) or more individuals as executive director and whose terms and conditions of employment shall be specified by the Board.

SECTION 3. OFFICER QUALIFICATIONS:

a. Except as provided in Article III: Membership, Section 6, only Regular and Professional/Supplier members who are presently or in the past have been Directors of the association may serve as elected or appointed officers. If an officer is elected or appointed while a Director, the individual(s) shall continue to serve their unexpired terms as members of the Board; otherwise said person(s) shall not be a member(s) of the Board.

Appointed officers who are employees of the Association are not required to be Regular members.

Past presidents are not eligible to hold positions as elected or appointed officers.

b. No person shall be eligible to hold office during any time in which the individual is an officer of another national allied-industry trade association, or during any time in which the individual receives or is to receive payment from any other national allied-industry trade association for services rendered to such association, or holds a position in respect to such association that might result in an actual or apparent conflict of interest or in which the individual has any other relationship that might result in an actual or apparent conflict of interest.

c. All questions of qualifications and eligibility for office shall be referred to and determined by the Executive Committee.

SECTION 4. TERM OF OFFICE:

a. Each elective officer shall take office immediately after their election and shall serve for a term of one (1) year or until a successor is duly elected and qualified.

b. Appointed vice presidents shall take office immediately after ratification of their appointment by the Board and shall serve until the next organization meeting of the Board of Directors.

SECTION 5. VACANCIES. In the event of a vacancy occurring in the office of secretary or treasurer, by reason of death, resignation, removal, incapacity, inability to carry out the duties of the office, or otherwise, a successor shall be appointed by the Executive Committee and shall serve until the next meeting of the Board of Directors and until a successor is elected and qualified.

In the event of a vacancy occurring in the office of vice president by reason of death, resignation, removal, incapacity, inability to carry out the duties of office, or otherwise, a successor shall be appointed by the president, subject to approval of the Executive Committee and shall serve for the unexpired term.

SECTION 6. VACANCY IN THE OFFICE OF PRESIDENT-ELECT – APPOINTMENT BY PRESIDENT: In the event of a vacancy occurring in the office of president-elect, by reason of death, resignation, removal, incapacity, inability to carry out the duties of the office, or otherwise, the Board of Directors shall convene as soon as practical, either in person or by electronic means as permitted in Article VI, Section 5, to nominate and elect a new president-elect according to the procedures for electing officers established in this Article. The current president shall continue in office past the expiration of the term until a new president-elect has been elected.

SECTION 7. VACANCY IN THE OFFICE OF PRESIDENT:

In the event of a vacancy occurring in the office of president, by reason of death, resignation, removal, incapacity, inability to carry out the duties of the office, or otherwise, the president-elect shall assume the office of the president and serve for the unexpired term. The president-elect may, at the option of the Board of Directors, serve a full term as president the following year.

SECTION 8. REMOVAL: The Board of Directors, at its discretion, by a two-thirds (2/3) vote of all its members, may remove any officer from office for cause.

SECTION 9. PAST PRESIDENTS: All past presidents of the International Cemetery, Cremation and Funeral Association, the American Cemetery Association and the National Association of Cemeteries shall be past presidents of this association and shall be entitled to all rights and privileges granted to past presidents of the association by the bylaws.

ARTICLE IX: DUTIES OF OFFICERS

SECTION 1. PRESIDENT: The president shall be the chief executive officer of the association and shall preside at all meetings of the Board of Directors, the Executive Committee, and the members. The president shall also serve as member, ex officio, with right to vote, of all committees. The president shall make all required appointments of standing and special committees. The president shall also communicate to the association or the Board of Directors such matters and make such suggestions as may in the president's opinion tend to promote the welfare and increase the usefulness of the association, and shall perform such other duties as are necessarily incident to the office of president or as may be prescribed by the Board of Directors.

SECTION 2. PRESIDENT-ELECT: The president-elect shall in the absence of the president perform the duties and exercise the functions of the president and such other duties as may be delegated by the Board of Directors.

SECTION 3. VICE PRESIDENTS: Subject to the approval of the Board of Directors, the president shall assign each vice president their duties and responsibilities for their term of office.

SECTION 4. SECRETARY: The secretary shall be responsible for giving notice of all meetings, keeping proper records of the proceedings of meetings of the association, attesting to documents, and performing such other duties as are incident of the office or are duly assigned by the president or the Board of Directors.

SECTION 5. TREASURER: The treasurer shall keep or cause to be kept full and accurate accounts of the receipts and disbursements of the association and shall make disbursements authorized by the Board and approved by the chief operating officer responsible for finance and accounting. The treasurer shall be responsible for the safekeeping of the assets of the association, for the keeping of the funds in such banks, accounts, and investments as are approved by the Board of Directors.

The treasurer shall render to the Board of Directors from time to time, as may be required, an account of the financial condition of the association, and shall perform all duties incident to the office, or which are duly assigned by the president or the Board of Directors.

SECTION 6. EXECUTIVE DIRECTOR: The executive director of the association shall be the chief operating officer responsible for all management functions and direct all activities of the association as prescribed by the Board of Directors and shall be responsible to the Board. The executive director shall employ and may terminate the members of the staff necessary to carry on the work of the association and fix their compensation within the approved budget. That individual shall define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management as shall, in that person's judgment, be in the best interests of the association. The executive director shall be an ex officio member of all committees and shall have no vote.

SECTION 7. INDEMNIFICATION: The association shall indemnify any Board member, officer or employee or former Board member, officer or employee of the association against expenses and liabilities reasonably incurred or imposed upon the individual in connection with any proceeding to which the individual may be a party, or in which the individual may become involved, by reason of being or having been a Board member, officer or employee of the association, or any settlement thereof, whether or not the individual is a Board member, officer or employee of the association at the time such expenses are incurred, except in such cases wherein the Director, officer or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of the individual's duties. Such right of indemnification shall not be exclusive of any other rights, to which such Board member, officer or employee may be entitled under any bylaw, agreement, vote of the members or the Board, or otherwise.

SECTION 8. INSURANCE: The association shall obtain and maintain insurance to protect the association and its officers, Directors, and employees from any liability that might reasonably be incurred.

ARTICLE XI: COMMITTEES

SECTION 1. APPOINTMENTS:

a. The president shall annually appoint such standing, special or ad hoc subcommittees as may be required by the bylaws or as the president may find necessary unless otherwise provided herein.

b. The president-elect shall within forty-five (45) days of being elected appoint associate committee chairs where deemed appropriate by the president.

SECTION 2. EXECUTIVE COMMITTEE:

a. There shall be an Executive Committee consisting of the president, president-elect, the immediate past president, a past president selected by majority vote of the past presidents, and an individual appointed by the president with the approval of the Board of Directors. The treasurer shall be an ex officio member of the committee, without a vote. The president shall designate an ex officio member to act as secretary of the committee.

b. The Executive Committee may act in place and stead of the Board of Directors between Board meetings on all matters not specifically reserved to the Board by the bylaws or the Board itself. Actions of the Executive Committee shall be reported to the Board by mail, facsimile, overnight mail, electronic mail message or other electronic communication, or at the next Board meeting.

c. A majority of the Executive Committee shall constitute a quorum at any duly called meeting of the committee. The president shall call such meetings of the Executive Committee as the business of the association may require, or a meeting shall be called by the president on request of two (2) members of the Executive Committee.

d. Any vacancy occurring on the Executive Committee shall be filled by operation of the bylaws.

e. The Executive Committee may hold meetings under conditions set for Board of Directors meetings in Article VI: Board of Directors, Section 5.d.

SECTION 3. FINANCE COMMITTEE: There shall be a Finance Committee consisting of the treasurer, who shall be chairman, and six (6) members appointed by the president. The duties of the Finance Committee shall be to counsel with the president and the president-elect in the preparation of an annual budget for approval by the Board of Directors, to supervise the annual audit of the association, to oversee the prudent investments of funds in compliance with policy, to prepare and present a current statement of the financial affairs of the association at each regular meeting of the Board of Directors, and to approve the expenditure of all amounts not included in the approved budget.

SECTION 4. NOMINATING AND ELECTIONS COMMITTEE:

a. There shall be a Nominating and Elections Committee chaired by the immediate past president. Subject to the approval of the Board of Directors, the president shall appoint three (3) additional members from the Board of Directors and one (1) past president who is not serving on the Board of Directors as an immediate past president.

b. The Nominating and Elections Committee shall nominate three (3) more candidates for membership on the Board of Directors than the number to be elected among the Regular members, and two (2) more candidates for membership on the Board of Directors than the number to be elected among the Professional/Supplier members, except for the first year in which Professional/Supplier members are eligible to be elected to the Board as provided in Article VI, Section 3.

c. Each nominee shall be:

(1) a designated representative of a Regular member or Professional/Supplier member in good standing; and

(2) not employed by a Regular member already having three (3) members serving at large on the Board, or a Professional/Supplier member already serving at large on the Board; and

(3) willing to serve, e.g., attend all duly called meetings of the Board of Directors.

d. The Nominating and Elections Committee shall evaluate potential nominees based on the following criteria:

(1) the extent of active involvement in ICCFA through committee participation, including chairs held; speaking at meetings; and articles published;

(2) similar involvement in state/regional associations;

(3) outstanding business qualifications and involvement in community activities; and

(4) the nominee's desire to actively serve and support the ICCFA.

e. The Nominating and Elections Committee shall actively recruit nominees from a cross-section of the membership taking into consideration the need for representation from small, medium and large businesses, profit and not-for-profit entities, and recognizing the importance of appropriate gender and minority representation on the Board. The Nominating and Elections Committee shall nominate not less than fifty percent (50%) of the candidates to the Board from among the Regular members affiliated with cemetery, mausoleum, or columbarium operations.

f. Upon notifying the Board of Directors of the Nominating and Elections Committee's choices, the Board of Directors may nominate additional nominees and then reduce the number by Ballot to three (3) more than the number of Regular members to be elected and two (2) more than the number of Professional/Supplier members to be elected. At the annual meeting of the Association, the Nominating and Elections Committee shall notify the membership of the final list of nominees. The names of all these nominees shall appear on the ballot.

g. The Nominating and Elections Committee shall have three (3) subcommittees: the Credentials and Elections Subcommittee; the Certification Subcommittee; and the Hall of Fame Subcommittee.

(1) The Credentials and Elections Subcommittee shall have two (2) co-chairs consisting of the immediate past president and an individual appointed by the president who is a Regular member in good standing. The co-chairs shall conduct the elections and recruit a sufficient number of members to properly count the ballots and report the election results.

The co-chairs will determine the eligibility of any individuals that receive write-in votes for positions on the Board of Directors. Eligibility decisions of the chairs may be appealed to the Executive Committee, whose decision shall be final.

(2) The Certification Subcommittee shall consist of a chair appointed by the president for a three (3) year term. The individual so appointed shall be a past president who has already received a certified designation from the Subcommittee. The Subcommittee shall review applications for certification. The chair shall submit to the president for approval such additional members as deemed necessary to facilitate the reviewing of applications. Such members shall have and maintain a certified designation. Members of the committee shall serve staggered three (3) year terms.

(3) The Hall of Fame Subcommittee shall be chaired by the immediate past president, with the two (2) previous immediate past presidents serving on the Subcommittee until the expiration of their respective terms. Three (3) past presidents, appointed by the past presidents, shall serve three-year terms with the initial appointees serving staggered terms of one (1), two (2) and three (3) years, respectively. The Subcommittee shall not be required to submit a candidate for the Hall of Fame award each year; all candidates for the award must be approved by the Executive Committee.

ARTICLE XI: FINANCE

SECTION 1. FISCAL YEAR: The fiscal year of the association shall begin on January 1 and end on December 31.

SECTION 2. BONDING: Surety bonds shall be furnished by the chief operating officer(s), treasurer and such other officials or employees of the association as the Board of Directors may direct.

The amount of such bonds shall be determined by the Board and the cost paid by the association.

SECTION 3. AUDIT: The financial records and accounts of the association shall be audited annually by a Certified Public Accountant who shall be approved by the Board of Directors.

SECTION 4. BUDGET: With the recommendations of the Finance Committee, the Board of Directors shall adopt in advance of the next fiscal year an annual operating budget covering all activities of the association.

ARTICLE XII: DISSOLUTION

SECTION 1. DISSOLUTION: The association shall use its funds only to accomplish the objectives and purposes specified in these bylaws and no part of said funds shall inure, or be distributed, to the members of the association. On dissolution of the association, any funds remaining shall be distributed to one (1) or more tax exempt, regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

SECTION 2. MERGER: Notwithstanding Article XII: Dissolution, Section 1, in the event of a merger with another national cemetery, cremation, or funeral trade association with like or similar purposes, the Board of Directors may, in lieu of distribution set forth in Article XII: Dissolution, Section 1, elect to transfer all or part of such assets to the organization or association with which merger is being effected, provided no part of said funds inure to the members of either association or organization.

ARTICLE XIII: AMENDMENTS

SECTION 1.

These bylaws may be amended by the affirmative vote of a majority vote of the Regular members present at any annual or properly called meeting. These bylaws may also be amended by the affirmative vote of a majority vote of the Board of Directors, except that the Board shall not have the authority to amend these bylaws with respect to the constitution of the Board or the terms of office and the manner of election for both officers and Board members.

Any amendments to these bylaws shall be published in the association's principal periodical within thirty (30) days after they shall have been adopted. No amendment affecting this Article or affecting the composition of the Board or the terms of office and the manner of election for both officers and Board members shall be voted upon at any annual or special meeting of the association unless previous notice of such proposed amendment has been included in the official call for the meeting as provided by Article V: Meetings, Section 3, of these bylaws.