



OREGON FUNERAL DIRECTORS ASSOCIATION BY-LAWS

ARTICLE I – NOMINATION OF OFFICERS AND BOARD OF DIRECTORS

- Sec. 1 A committee consisting of the Immediate Past President, President, President-Elect and Vice President in good standing shall serve as the nominating committee. The Immediate Past President shall serve as chairman.
- Sec. 2 The nominating committee shall meet not less than forty-five (45) days prior to the Annual Meeting of the Association, nominate one or more members of the Association for the offices of President, President-Elect, Vice-President, Secretary-Treasurer, and Board of Directors. Notice of the nominations shall be given to the Board and notification shall be given to the members of the Association by the Secretary not less than five (5) days thereafter.
- Sec. 3 Additional nominations to any of the offices may be made by a petition signed by not less than fifteen (15) of the firm members of the Association present at the Annual Meeting. Such nominations must conform with Article V, Sec. 6 of the Constitution.
- Sec. 4 The election of officers shall be held at the Annual Meeting and a vote shall be taken for the candidates nominated in accordance with the provisions of this Article.

ARTICLE II – DUTIES OF OFFICERS

- Sec. 1 **President:** The President shall preside over all meetings of the Association and shall be entitled to voting privileges. He* shall be a member of the Board of Directors and act as the chairman. He shall be an ex-officio member of all standing and special committees. With the consent of the majority of the Board of Directors, he shall have power to call special meetings of the Association. He shall make a report at the Annual Convention of the transactions of his office and offer such recommendations as he deems proper. He shall be the custodian of the bonds of the officers and agents of this Association. In addition, the President shall perform all such duties as custom and parliamentary usage require.
- Sec. 2 Immediately after being elected, the President shall appoint from the Board of Directors the following standing committee and sub-committee chairmen, to meet in individual committees and/or collectively as required to accomplish responsibilities:

(* or she)

A. Governmental Affairs

Sub-committee – Political Action Committee

Sub-committee – State Board and other Agency Relations

B. Public Relations and Professional Development

Sub-committee – Disaster

C. Membership and Benefits

Sub-committee – Insurance and Technical

Sub-committee – Convention

The President shall, in addition to the above, be empowered to create special committees as he deems advisable.

He shall have full power, subject to confirmation of the Board of Directors, to fill vacancies caused by death, resignation or inability of any Officer or Director to perform the duties required.

- Sec. 3 With the consent of the Board of Directors the President shall have the power to call special meetings of the Association or Board of Directors at any time by giving each member at least a five (5) day notice thereof. He shall report at the Annual Meeting of the Association the transactions of his office and such recommendations as he deems necessary.
- Sec. 4 It shall be the duty of the President-Elect to assist the President in the discharge of his duties and in the case of his absence, death, or inability to perform duties, the President-Elect shall act as the President.
- Sec. 5 It shall be the duty of the Vice-President to fill the office of President-Elect in the case of death, resignation, or inability to perform his duties. He shall serve on the Convention Committee.
- Sec. 6 The elected Secretary-Treasurer of the Association shall have supervision over the corporate records of the Association and shall see that accurate accounting of the corporate proceedings is maintained. He will take the minutes of the Annual Meeting and the Board of Directors meetings. He will publish and distribute the Board minutes to the Board of Directors within thirty (30) days of the past meeting. He will keep a record of the members of the Association and shall give all notices required by the Constitution and By-laws. He shall serve as Chairman of the Committee. He shall keep the accounts of the Association and review all bills and vouchers for materials purchased or services rendered in the operation of Association business, and upon finding them correct and in good order, is authorized to counter-sign the checks in payment thereof. He shall read the report of the auditor on the condition of the

accounts, present the Financial Statement and the proposed budget for the ensuing year at the meeting of the Board of Directors and at the Annual Business Session of the Association, and shall make such recommendations as he deems necessary for the sound financial administration of the affairs of the Association.

ARTICLE III – BOARD OF DIRECTORS

- Sec. 1 It shall be the duty of the Board of Directors in conjunction with the officers to have general supervision of the affairs of the Association and to see that the Constitution, By-laws and Rules and Regulations and the Code of Ethics are followed and enforced. The Board of Directors have full power to examine, try and determine all Laws, Rules, and Regulations and the Code of Ethics presented to it.
- Sec. 2 The Board shall review and act on all actions and recommendations of the Business Administration Committee.
- Sec. 3 A majority vote of the Board of Directors present in quorum shall be final unless reversed by a two-thirds majority vote of the general membership at the first Annual Meeting thereafter.
- Sec. 4 The Board of Directors shall meet at least four times per year on dates set by the President, and the day immediately preceding the opening day of the Annual Meeting of the Association, and at such other times and for such business as the President shall direct in accordance with these By-laws. Notice of the dates of all Board of Directors meetings shall be sent seven (7) days in advance of such meetings.
- Sec. 5 A special meeting of the Board of Directors may be called by a request of at least two-thirds of the Board of Directors.

ARTICLE IV – FEES AND DUES

- Sec. 1 The annual membership service fee for Firm membership in the Association shall be \$325 per year. Each subsequent firm for membership under the same corporate entity shall pay a service fee of \$150 per year. These fees are prorated on a monthly basis.
- Sec. 2 The initial fee shall be established by the Board of Directors of the Oregon Funeral Directors Association.
- Sec. 3 Membership dues shall be based on a fee of \$6.00 on all certificates of death filed by the member the preceding year, payable on a monthly basis on or before the tenth (10th) of the month. This fee is reduced to \$3.00 on each Certificate of Death numbering over 300. Dues begin upon the first of the following month of application

to membership, subject to Board approval after the regular scheduled Board meeting.

Sec. 4 The annual membership service fee for an Affiliate Firm membership shall be \$250 per year. An Affiliate Firm may not purchase a benefit package. An Affiliate Firm may participate in NFTS during its first year of membership. Upon completion of the first year, the Affiliate Firm participating in NFTS must apply for "Full Firm" membership.

Sec. 5 The annual membership service fee for the Professional Affiliate membership shall be \$250 per year. A Professional Affiliate member may purchase a benefit package for an additional \$100 per year.

ARTICLE V – STANDING AND SPECIAL COMMITTEES

Sec. 1 All standing committee chairmen shall be appointed by the President of the Association. The chairman shall select the members of their committees with the approval of the President.

Sec. 2 No committee recommendation for action by the Association shall be executed unless first reported to and approved by the Board of Directors.

Sec. 3 For good cause the Board of Directors may declare a vacancy in any committee membership at any time, and when so declared, the President shall fill such a vacancy.

Sec. 4 Meetings of each committee shall be held upon the call of its chairman.

Sec. 5 The duties of each committee shall be directed by the Board of Directors or the written policy of the Association.

ARTICLE VI – BUSINESS ADMINISTRATION COMMITTEE

Sec. 1 The Business Administration Committee shall be composed of the elected President, President-Elect, Vice-President, Secretary-Treasurer and the Immediate Past President of the Association in good standing. The Past President will serve as the chairman.

Sec. 2 The Business Administration Committee shall have one sub-committee on Finance, Audit, and the Budget, to be known as the Sub-Committee on Finance. The Sub-

Committee shall be composed of the Secretary-Treasurer, President, President-Elect and Immediate Past President. The Treasurer shall act as the chairman.

- Sec. 3 The Business Administration Committee shall review the Financial Statement and the balance sheet submitted at each meeting by the Finance Committee and make recommendations to the Board of Directors for sound financial operation.
- Sec. 4 The Business Administration Committee shall have the power to employ an Executive Director for the Association upon the terms and salary approved and authorized annually by the Board of Directors. It shall supervise the work of the Executive Director and assign duties.
- Sec. 5 The Secretary-Treasurer shall prepare for each regular meeting of the Board of Directors a Financial Statement for the period and year to date showing the expenses of the Association.

ARTICLE VII – ENTITIES OR CORPORATIONS

- Sec. 1 Upon the sale or transfer of ownership of a firm, the membership of the qualified person holding the voting membership in the Association shall terminate. Application for membership by the new organization shall be made in compliance with the provisions of Article III of the Constitution.
- Sec. 2 Upon the death of the member of a firm who holds voting membership in the Association, such voting membership may be transferred to a surviving qualified member of such firm without fee.
- Sec. 3 No person now exercising voting membership in the Association shall have his status as a member of the Association altered by the provisions of any section of this Article.

ARTICLE VIII

- Sec. 1 This Association shall be divided on a geographical basis, which will enable smaller groups of members to schedule and attend regional meetings where local problems may be presented and matters pertinent to the funeral profession as a whole can be discussed.
- Sec. 2 The President-Elect shall appoint a District Chairman for each state district prior to the annual OFDA Convention each year. The District Chairman will serve as an ex-officio member of the Association Board of Directors and will report the consensus of

the district he represents relating to matters before the Board and will report to the district regarding the affairs of the Association.

Sec.3 The boundaries of the districts will be established by the Board of Directors to best serve the needs of the districts.

Sec. 4 The districts will meet a minimum of two (2) times each calendar year. These meetings will be attended by the President and Executive Director.

ARTICLE IX – MISCELLANEOUS

Sec. 1 Any dividend agreement plan between the Association and a group insurance provider shall comply with Oregon law and any regulations of the Oregon Department of Insurance and Finance governing the same. Specifically, in accordance with ORS 746.150(3)(a), all participating members in good standing at the time a dividend is declared will receive a prepaid dividend commensurate with the proportion of earned premium paid, if any, during the applicable annual dividend rating period. This dividend will then be distributed by the Association at its Annual Meeting and will be disbursed without discrimination or withholding by the Association.

ARTICLE X – AMENDMENTS TO THE BY-LAWS

Sec. 1 These By-laws may be amended at any official Board meeting only upon the concurrence of nine (9) members of the Board of Directors.

ARTICLE XI – MEMBERSHIP STANDARDS, ADMISSION, DISCIPLINE AND EXPULSION

Sec. 1 Applicants for membership and all existing members as of the date of adoption of this article shall meet and continuously maintain the following standards, to-wit: (1) adhere to OFDA Mission Statement, (2) meet all City, State, County and Federal requirements, (3) have a licensed funeral practitioner on staff, (4) have a licensed embalmer available, (5) have facilities on premises for sanitary holding, (6) have facilities that are clean and in good repair both inside and out in order to maintain a positive influence for all members of the Oregon Funeral Directors Association.

“NOTE: Standard Nos. 3 through 5, inclusive, are waived for OFDA members on the date of the adoption of the standards, to-wit: 11-7-95; however, when a member attains compliance with a standard, for which such waiver applied, it shall be deemed a violation if such member thereafter fails to comply with that standard. Temporary

non-compliance may be granted in extenuating circumstances such as remodeling of facilities or loss or death of an employee. If the business changes ownership, a new application for membership must be made and all Standards met as specified in 1-6 above.

- Sec. 2 Applicants for membership must be visited by staff, Board member or assigned representative (not a competitor) to determine compliance with membership standards. Such visitor shall make a brief written report to the Board, indicating compliance or noncompliance with each standard. Applicants must meet all membership standards, be approved by two-thirds of the Board, and must serve six months probation, during which time the new member shall enjoy the rights and privileges of membership, but without vote. Within 30 days of the expiration of said six months probation, the visitor may make a second on-site inspection to verify continuing compliance. Failure to comply with the Standards during the six-month probation period shall be grounds for denying memberships.
- Sec. 3 The Business Administration Committee shall appoint a Membership Standards Committee of five Association members, which will meet as needed to consider complaints or concerns of consumers, members, or the Board. This Committee will include one Board member and diverse representation, i.e., from large and small firms, and owners and non-owners. With respect to each matter submitted to it, the Committee will make recommendation to the Board for action, which recommendation may include expulsion for violation of membership standards or a period of probation during which time the member must demonstrate compliance with all of the standards or otherwise be expelled. The Committee will have the ability to act as mediator. The Committee will stay in contact with the Oregon State Mortuary & Cemetery Board, and have a representative attend OSMCB meetings. The Committee may also accept cases from the Oregon State Mortuary & Cemetery Board which may be handled more appropriately at an Association level.