

**Approved Bylaws at the April 28, 2017 Member Meeting**

**BYLAWS**

of the Association of the

**CATHOLIC CEMETERIES AND FUNERAL SERVICES OF THE WEST (CCFW)**

**INTERPRETATION**

Unless the context otherwise requires, definitions of specific words in the Interpretation Section of statutes applicable to the Corporation shall apply in these Bylaws and words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

**ARTICLE I: MEMBERSHIP**

1. Membership in the Corporation shall be a privilege and not a right. Membership shall be limited to persons or companies interested in furthering the objects of the Corporation and shall consist of anyone whose application for admission as a member has received the approval of the Board of Directors of the Corporation in accordance with the provisions of these Bylaws. The Board shall exercise the prerogative to grant or to refuse membership, or to rescind this privilege at any time for good cause as provided in the Bylaws.
2. Subject to other provisions of the Bylaws, membership in the Corporation shall be composed of persons representing Catholic cemeteries and or Funeral Homes or companies supplying goods or services to such cemeteries and or Funeral Homes.
3. Membership in the Corporation shall be in one of the following classifications:
  - (i) Regular Member,
  - (ii) Associate Member,
  - (iii) Supplier Member,
  - (iv) Associate Supplier Member, or
  - (v) Honorary Member
4. A REGULAR MEMBER is:
  - a) The Director of Cemeteries / Funeral Home or designated funeral home / cemetery manager for the archdiocese or diocese within the operative area of the Corporation for the period of this appointment by the proper Ordinary, or the permanent delegate of the Director to the Association for the period of such appointment; or
  - b) An individual who is the manager (and for the period of such appointment) of a cemetery / funeral home not under the control of the Ordinary of the area in which it is located, but which is accepted and recognized by that Ordinary as a "Catholic Cemetery / Funeral Home".

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5. AN ASSOCIATE MEMBER is:
  - a) An individual who, by appointment of the proper Ordinary of the Regular Member, (and for the period of such appointment) is the manager (or equivalent) of one or more exclusively Catholic cemeteries / funeral homes, or
  - b) An individual who, while not the manager (or equivalent) of a Catholic cemetery / funeral home within the operative area of the Corporation, is engaged there in a position of responsibility and who is presented for membership by the management of the cemetery.
6. A SUPPLIER MEMBER is a company engaged in the supply of goods or services to a Catholic cemetery and or funeral home within the operative area of the Corporation. The Supplier Member will name one employee as the primary person representing said company to the Corporation.
7. AN ASSOCIATE SUPPLIER MEMBER is any additional employee(s) of a Supplier Member of the Corporation beyond the person named as the primary person representing said company.
8. AN HONORARY MEMBER is an individual, not otherwise a member of the Corporation and not actively engaged in cemetery / funeral work, whom the Board chooses to honor for outstanding service to Catholic cemeteries and or funeral homes within the operative area of the Corporation.
9. Honorary Members are exempt from payment of dues and assessments.
10. Only Regular Members in good standing shall have full voice in the affairs of the Corporation including the right to vote, and to make nominations to the Board. Associate Members in good standing are eligible to be nominated and elected to the Board, and, if elected, the right to vote on Board matters.
11. Associate, Supplier, Associate Supplier, and Honorary Members may participate in meetings and conventions of the Corporation and all discussions there; however, they may not vote on motions, nominate. Supplier, Associate Supplier and Honorary Members may not be nominated or elected to the Board. They may serve on committees and otherwise enjoy the benefits and privileges of the Corporation.
12. In addition to the above qualifications, specific requirements for Regular, Associate, Supplier or Associate Supplier Membership shall include:
  - a) a written application for membership;
  - b) payment of the prescribed dues; and
  - c) acceptance as a member by the Board.
13. The Board of Directors may, by a majority vote of those present at any duly constituted meeting, terminate the membership of any member if the Board determines:
  - a) that the person no longer meets the requirements for membership set forth in the Bylaws;

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- b) that the member and/or cemetery / funeral home or firm has refused to comply with the provisions of the articles of Incorporation or the Bylaws of the Corporation, or whose conduct is such that it is detrimental to the best interests of the Corporation; or
- c) that without a just or sufficient reason, the member has been delinquent in the payment of dues for a period exceeding six months.

Termination shall be carried out by written notice to the member, at the member's address of record with the Corporation, setting forth the grounds for termination.

14. Any question relating to eligibility, membership, or termination of membership, shall be decided by a majority vote of the Directors present at any duly constituted meeting of the Board of Directors. A person who deems he is adversely affected by the decision of the Board may request a review of the decision, presenting reasons in support of his request. An unfavorable decision of the Board may be appealed to the next General Meeting of the Corporation.
15. Any member may resign by filing a written resignation with the Corporation, but such resignation shall not relieve the member so resigning of the obligations to pay dues or other charges previously accrued and unpaid. Such resignation shall not entitle the member so resigning to a refund of any dues or fees paid to the Corporation prior to the receipt of such written notification by the Corporation.
16. Upon written request from a former member filed with the Corporation, the Board may reinstate such former member to membership upon such terms as the Board may deem appropriate.
17. Membership in the Corporation is not transferable except in the following circumstances:
  - a) Permanently: membership in the same classification may be transferred to a person succeeding to the position formerly held by the person's predecessor in the archdiocese, diocese, cemetery, funeral home or company.
  - b) Temporarily: a member, unable to attend a General Meeting of the Corporation, may designate an alternate to represent said member at such meeting, and the alternate shall enjoy the same rights and privileges as the person represented would have at such meeting, except that an alternate may not be elected to the Board. No individual shall act as an alternate for more than one Regular Member at any one time.

### **ARTICLE II: BOARD OF DIRECTORS**

1. The Board of Directors shall consist of six persons: President, Vice-President, Secretary-Treasurer, the previous two Past-Presidents and Supplier Member Representative.
2. Subject to the Articles of incorporation and the Bylaws of the Corporation, the Board of Directors shall be the governing body of the Corporation; decisions of the Board may be appealed to the membership in a General Meeting of the Corporation.
3. The Board may adopt such rules for the conduct of its business as it deems advisable.

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4. In addition to the authority vested in the Officers of the Corporation by virtue of their positions, the Board may, for the intervals between its meetings, delegate as it deems advisable certain of its authority and responsibility to a particular member of the Board.
5. The Board shall meet annually. Additional meetings of the Board may be called by or at the request of the President or any three Directors.
6. Notice of all meetings of the Board shall be given to each Director at least 14 days in advance of the meeting. Notice may be given electronically subject to prior consent of each Director of the Board. A Director may waive notice of meeting in writing either before or after the time of the meeting; the attendance of a Director at any meeting shall constitute a waiver of notice, except where the Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
7. At all meetings of the Board, a majority of the total number of Directors shall constitute a quorum for the transaction of business, provided that if less than a majority of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting to another time, without further notice.
8. The voting rights of each Director shall be equal. No Director may act by proxy.
9. The act of a majority of the Directors present at a meeting for which a quorum is present shall be the act of the Board.
10. Any action required to be taken or which may be taken at a meeting of the Board of the Corporation, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Directors entitled to vote with respect to the subject matter thereof. A report of every action so taken shall be recorded in the official record of the Board.
11. Where a vacancy occurs on the Board between Annual General Meetings of the Corporation, the remaining Directors shall appoint a Regular or Associate Member to fill the position for the balance of the period until the next Annual General Meeting, except that the Vice-President shall automatically succeed to the Presidency should such become vacant. Any appointment should be of a person in the same category as the person's predecessor and guided by the norms of Article V.
12. An Officer or Director may be removed for cause by a vote of two-thirds of members eligible to vote and voting at a general meeting for which a quorum is present. Such removal may take place at any annual or special general meeting of the Corporation, provided that the proposed removal shall be set forth in the notice of such meeting.
13. Any Director may voluntarily resign from the Board; where a Director has three consecutive unexcused absences from meetings of the Board, such Director shall be deemed to have resigned as a Director, and the position shall be vacant.
14. The Board is competent to adjudicate an appeal from the decision of any committee or from the ruling of any Officer of the Corporation.

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15. The President with the approval of the Board may appoint one or more individuals to act in an advisory capacity to the Board at meetings.

### **ARTICLE III:OFFICERS**

1. The Officers of the Corporation shall be a President, a Vice-President, and a Secretary-Treasurer.
2. The Officers shall be elected as provided in Article V, of these Bylaws.
3. An Officer shall serve for a term of one year or until the successor has been duly elected and assumed office.
4. The duties of the Officers shall be those implied and customarily associated with the titles.
5. The President shall be the chief executive officer of the Corporation. Subject to the directives of the Board, the President shall have general supervision, direction and control of affairs of the Corporation and shall perform all duties incident to the office of President and such other duties as may be assigned to him by the Board. In addition, the President shall have the following powers and duties:
  - a) To preside at all meetings of the Board and of the Corporation;
  - b) To fill by appointment, with the advice and counsel of the Board, any vacancies occurring on the Board prior to expiration of the term.
  - c) To declare invalid and reject all nominations which do not comply in all respects with the nomination requirements here set forth; and
  - d) To appoint, with the advice and counsel of the Board the Coordinator and members of each Ad Hoc, Advisory, or Standing Committee.
6. The Vice-President shall perform such duties and have such powers as shall be assigned by the President or the Board. Further, in the absence of the President or in the event of the President's inability or refusal to act, the Vice-President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President.
7. The Secretary-Treasurer, in the capacity of Secretary, shall keep a record of all proceedings; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; superintend or otherwise delegate the responsibility for all correspondence of the Corporation; and perform all duties incident to the office, and such other duties as may be assigned from time to time by the President or the Board.

The Secretary-Treasurer, in the capacity of Treasurer, shall have charge of and be responsible for the maintenance of adequate books of account for the Corporation; have charge and custody of all funds and securities of the Corporation, and be responsible for their receipt and disbursement; furnish full statements of the financial condition of the Corporation annually and at such other times as the Board may require; perform all duties incident to the office, and such other duties as may be assigned from time to time by the President or the Board.

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With the approval of the Board, the Secretary-Treasurer may delegate specified duties to an assistant or other person for the effective conduct of the affairs of the Corporation.

### **ARTICLE IV: MEETINGS**

1. The Annual General Meeting of the Corporation shall be held once in every calendar year and, in any event, not more than 15 months after the adjournment of the previous Annual General Meeting. The time and place for such meeting shall be determined by the Board.
2. Special General Meetings of the Corporation may be called by the President from time to time, with the approval of the Board; such meetings shall be called by the President on a matter of urgency, or when requested in writing by five Regular Members in good standing.
3. Notice of all General Meetings of the Corporation shall be given to Regular Members at least 14 days in advance of the meeting, such notice to include at least the major items placed on the agenda for discussion.
4. Notice of the Annual General Meeting of the Corporation shall be given to all members of the Corporation.
5. Only Regular Members in good standing and any Director not a Regular Member shall have the right to introduce and second motions and to vote thereon at all meetings of the Corporation.
6. Only Regular Members in good standing may nominate Board members and vote in elections for Directors of the Corporation.
7. All other members in good standing may participate in all discussions at meetings of the Corporation.
8. A quorum for any meeting of the Corporation shall consist of six Regular Members.
9. No error or omission in giving notice of any meeting of the Corporation shall invalidate such meeting or make void any proceedings taken thereat. For purpose of sending notice of meeting to any member, the address of the member shall be his last address recorded on the books of the Corporation.
10. The reasonable and necessary rules of parliamentary procedure shall be observed at all meetings of the Corporation with "Robert's Rules of Order" (revised) used for reference purposes, except as may be otherwise provided by statute, these Bylaws, or in special rules of order from time to time enacted by the Corporation.
11. Persons eligible for membership, or special guests, may be invited by the Board to attend a meeting of the Corporation.

### **ARTICLE V: NOMINATIONS AND ELECTIONS**

1. The members of the Board of Directors and the Officers of the Corporation shall be elected at the Annual General Meeting according to the procedures in these Bylaws.
2. They shall assume office at the end of the Annual General Meeting at which they were elected, and shall remain in office until expiry of the term for which elected or until their successors have been elected.

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3. All elections shall be conducted by the incumbent President who shall determine that each nomination meets the requirements of these Bylaws and specifically of Article V.
4. Nominations may be made from the floor. Each nominee must be a Regular or Associate Member in good standing, be nominated by two Regular Members also in good standing, and have indicated either verbally or in writing a willingness to serve on the Board if elected.
5. No more than one Regular or Associate Member from any diocese or more than two Regular or Associate Members from any state or province may serve on the Board at the same time.
6. A Regular or Associate Member currently serving on the Board, other than by appointment, is ineligible for nomination.
7. Except where a person is declared elected by acclamation, a majority of votes from among those eligible to vote and voting is required for election.
8. Where, since the last Annual General Meeting of the Corporation, a vacancy has occurred on the Board in an Officer position, an election shall first be held by the Regular Members to fill any unexpired time of the member's term on the Board.
9. After any necessary compliance with Section 8 above, at each Annual General Meeting the Regular Members present and voting shall elect one Regular Member to serve a three year term on the Board.
10. Each year during the course of the conference held by the Corporation in conjunction with its Annual General Meeting, the Supplier Members of the Corporation shall meet and select one or more nominees from among their number to serve as the Supplier Member Representative on the Corporation's Board of Directors.

This process shall be conducted by the Supplier Member Representative on the Board.

The incumbent Supplier Member Representative shall inform the President of the Corporation of the name(s) of the Supplier Member Representative nominee(s). The election of the Supplier Member Representative shall be conducted at the Annual General meeting.

The Supplier Member Representative's term of service on the Board shall be for two years; however, that person is eligible for election to one consecutive term.

11. Just prior to the adjournment of the Corporation's Annual General Meeting, at the conclusion of all other business, the Board and Officer positions for the ensuing year shall automatically and effectively be constituted by action of the incumbent President informing the members
  - a) that the Past President Non-Voting Member has retired from the Board,
  - b) that the Past President Voting Member becomes the Past-President Non-Voting Member,
  - c) that the incumbent President becomes the Past President Voting Member of the Board,
  - d) that the Vice-President becomes the President of the Corporation,
  - e) that the Secretary-Treasurer becomes the Vice-President of the Corporation,
  - f) that the Regular/Associate Member newly elected to a three year term becomes the Secretary-Treasurer of the Corporation
12. Whenever the Past President is unavailable or unwilling to serve as Past President Member of the Board, the President shall invite the first available Past President whose term of office was most recent, to become the Past President Member of the Board. The same procedure shall apply should the Past President Member position become vacant during the course of the year.

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### **ARTICLE VI:                  COMMITTEES**

1. The Board, by resolution adopted by a majority of the Directors, may designate Standing, Ad Hoc, or Special Committees in the nature and in such numbers as the Board shall from time to time deem necessary, proper and desirable.
2. The coordinator and personnel comprising a committee shall be appointed by the President with the advice and counsel of the Board. Each member serves at the pleasure of the President, and continues as a member until a successor is appointed, unless the committees shall be sooner terminated, or unless the member be removed from such committee, or unless the member is removed or ceases to qualify as a member.
3. Vacancies in the membership of any committee may be filled by appointments in the same manner as the original appointments.
4. Unless otherwise provided in the resolution of the Board establishing a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting for which a quorum is present shall be the act of the committee. Section 10 of Article II, regarding “consent” and “presence” is applicable to all committees.
5. Each committee shall be considered and be solely an advisory committee; it may not act on behalf of the Corporation or bind it to any action, but may make recommendations to the Board.
6. Each committee, through its coordinator, shall submit at least 30 days prior to the Annual General Meeting, and such other times as the President may require, a report covering its activities during the period since its establishment or since the submission of its previous report.

### **ARTICLE VII:                  DUES AND ASSESSMENTS**

1. The Corporation, as a non-profit organization, shall institute such dues and assessments sufficient to provide adequately for the operation of the Corporation and to fulfill the objects for which the Corporation was established.
2. The amount of the annual dues of each member of the Corporation, and the amount of any special assessment levied against each member of the Corporation, shall be based on the respective membership classification and such other criteria as shall be established by the Board from time to time, with prior notice being given to the members at a General Meeting of the Corporation.
3. All membership dues are for the period of the calendar year and shall be payable by the last day of April for the current year.
4. Failure to pay the appropriate dues by the last day of April for the current year renders the member delinquent, and not “in good standing”. Unless the appropriate dues are sooner paid, membership ceases entirely at the end of the calendar year in which the member became delinquent.
5. No dues shall be refunded to any member whose membership terminates for whatever reason.
6. Failure to pay the assessment within the period provided renders the member delinquent, with membership ceasing at the end of the calendar year in which the member became delinquent.



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### ARTICLE VIII:            FINANCIAL

1. All funds of the Corporation shall be deposited to the credit of the Corporation in such bank or other savings institution as the Board may from time to time select.
2. Checks issued for the payment of expenses in the ordinary course of the business of the Corporation may be signed by any one of the officers of the Corporation.
3. Any notes or other evidences of indebtedness issued in the name of the Corporation shall first be approved by resolution of the Board, signed by the Secretary-Treasurer and countersigned by the President of the Corporation.
4. The Secretary-Treasurer shall be responsible for the fiscal control of the Corporation. He shall carefully examine all accounts submitted and is authorized to pay those accounts in accord with the programs of the Corporation. Other accounts shall be paid only upon authorization of the Board.
5. The books and records of the Corporation may be inspected by Regular Members, upon due notice given in advance, at the Office of the Corporation.
6. At the discretion of the Board, the President may name a committee to examine the financial records of the Corporation and to report its findings to the Board.
7. The seal of the Corporation shall be in the custody of the Secretary-Treasurer who shall affix it to any document required to be under seal.
8. The fiscal year of the Corporation shall be the calendar year.
9. Elected Directors of the Corporation shall not receive any compensation for their services as Directors or officers; however, any Director or officer incurring legitimate expenses in carrying out duties in the Corporation shall be entitled to reimbursement for such expenses.
10. Committee members shall not receive any compensation for their services as committee members; however, any committee member incurring legitimate expenses in carrying out duties of the Corporation shall be entitled to reimbursement for such expenses to the extent approved by the Board.
11. Any director who is engaged in, or who is a member of a firm engaged in, any business or profession may act in and be paid the usual professional costs and charges for any professional business required by the Board to be done in connection with the administration of the affairs of the Corporation.
12. The Board, as it shall deem necessary from time to time, may by resolution engage an agent, independent contractor, or employee, excluding a Director, and determine the remuneration, and that person shall have the authority and perform the duties entrusted by the Board at the time of engagement. Such engagement is "at-will" and shall terminate with or without cause with 30 days notice by either party. The President provides this notice on behalf of the Corporation.
13. When required by law, an auditor shall be appointed at each Annual General Meeting to audit the accounts of the Corporation for report to the members at the next Annual General Meeting. The remuneration of the auditor shall be fixed by the Board of Directors.

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**ARTICLE IX: INDEMNIFICATION**

1. Every Officer, Director, agent, employee or other person who has undertaken or is about to undertake any liability on behalf of the Corporation, and their heirs, effects, executors and estate respectively, shall at all times be indemnified and saved harmless by the Corporation from and against all costs, charges and expenses sustained or incurred in or about any action, suit or proceedings threatened, brought or prosecuted against him in respect of any act, deed or matter made, done or permitted by him in or about the execution of the duties of his office or position or in respect of any such liability except such costs, charges or expenses sustained or incurred as are occasioned by his own willful neglect or default.
2. The Corporation shall purchase and maintain liability insurance to ensure resources, not otherwise provided for, in respect to obligations incurred under Section I.

**ARTICLE X: AMENDMENTS**

The Articles of Incorporation, subject to Article XII of there, and the Bylaws of the Corporation may be amended, altered, changed or repealed by a Special Resolution at any General Meeting of the Corporation by a majority of not less than 75 percent of the Regular Members present and voting in favor of it, provided the proposed amendment has been submitted to the Board at least thirty days before the General Meeting at which the proposed amendment is to be considered, and provided also that prior notice of both the said meeting and the proposed amendment shall have been mailed to the Regular Members of the Corporation at least 14 days in advance of the meeting.

Any and all Bylaws previously enacted are hereby repealed and replaced by these, the Bylaws of the Catholic Cemeteries and Funeral Services of the West , duly made and subscribed to by the undersigned in accordance with the prescriptions of law.

Dated this \_\_\_\_ day of \_\_\_\_\_ 20 , at \_\_\_\_\_ in the State of \_\_\_\_\_ .

\_\_\_\_\_  
President

\_\_\_\_\_  
Vice-President

\_\_\_\_\_  
Secretary-Treasurer