NFDA BYLAWS[1]

Article I: Name

The name of this organization shall be the National Funeral Directors Association of the United States, Inc. (NFDA).

Article II: Definitions

For the purpose of these Bylaws, the terms listed below shall be defined as follows:

A. "Annual Convention" shall have the meaning set forth in Article XIII.

B. "Associate Member" shall have the meaning set forth in Section G of Article V.

C. "At-large Representative" shall have the meaning set forth in Subsection B(2) of Article IX.

D. "Choice Membership Option" shall have the meaning set forth in Section A of Article VII.

E. "Dues Schedule" shall mean the schedule of NFDA dues to be established for Firm Members, Individual Members who are not affiliated with a Firm Member, Foreign Associations, Foreign Members, Retired Members, Student Members, and Associate Members pursuant to Section B of Article XI.

F. "Firm" shall mean any corporation, limited liability company, limited or general partnership, sole proprietorship, or other legal entity that operates one or more Funeral Home Facilities.

G. "Firm Member" shall have the meaning set forth in Section C of the Article V.

H. "Foreign Association" shall have the meaning set forth in Section B of Article V.

I. "Foreign Member" shall have the meaning set forth in Section B of Article V.

J. "Funeral Home Facility" shall mean a physical facility in a fixed location where the profession of funeral directing is carried out.

K. "Independent Member" shall mean any Individual Member who owns or is employed by a Firm Member, including its related and subsidiary entities, who operates Funeral Home Facilities in less than three States.

L. "Individual Member" shall have the meaning set forth in Section D of Article V.

M. "Leadership Conference" shall mean the annual meeting of NFDA held for the leadership and members of NFDA and State Associations or any meeting in substitution thereof.

N. "Member" shall mean any of the six categories of Members set forth in Article V.

O. "NFDA" shall mean the National Funeral Directors Association of the United States, Inc.

P. "Practitioner" shall mean an individual who, to the extent required by State law, possesses all necessary licenses to engage in the profession of funeral directing and/or embalming.

Q. "Retired Member" shall have the meaning set forth in Section E of Article V.

R. "Robert's Rules of Order" shall mean the most recently revised edition of Robert's Rule of

[1] Approved November 3, 1994, Amended October 8, 1997; November 3, 1999; October 9, 2001 (to take effect January 1, 2003); October 22, 2002 (to take effect January 1, 2004); October 19, 2004; October 17, 2006; October 14, 2014; Constitution and Bylaws Amended and Restated as Bylaws October 20, 2015; Amended September 1, 2017; August 15, 2018; October 14, 2020; October 17, 2021; October 10, 2022; September 13, 2023; Amended September 1, 2024; Amended September 1, 2025; Amended October 15, 2026.

Order.

S. "School Member" shall have the meaning set forth in Section H of Article V.

T. "State" shall mean one of the States of the United States of America, the District of Columbia, or any recognized territorial possession of the United States of America.

U. "State Association" shall have the meaning set forth in Section A of Article V.

V. "State Association Representative" shall have the meaning set forth in Subsection E(5) of Article IX.

W. "Student Member" shall have the meaning set forth in Section F of Article V.

X. "Term" or "year" as used herein with respect to the term or length of office shall refer to the specified time period for which such office is held and not strictly a 12-month period of time.

Article III: Statement of Identity

NFDA is a professional association of funeral home businesses, funeral directors and embalmers organized as a corporation under Section 501(c)(6) of the Internal Revenue Code. NFDA shall not be utilized as a labor organization or similar association organized pursuant to Section 501(c)(5) of the Internal Revenue Code.

Article IV: Non-Discrimination Policy

NFDA shall not discriminate against any person on the basis of race, color, religion, age, sex, national origin, physical disability, or in violation of applicable local, state, or federal law. All State Associations shall abide by this non-discrimination policy in the conduct of their membership affairs and business.

Article V: Members and Categories

Each of the following shall be a member of NFDA:

A. State Association

An association of Firms and/or Practitioners organized in a particular State and which has entered into the State Association Affiliation Agreement (which is attached hereto as Exhibit A and made part of these Bylaws) shall be recognized as a Member of NFDA and classified as the "State Association" for that particular State. Only one State Association may hold a state association membership for a particular State at any given time.

B. Foreign Association and Members

An association of Firms and/or Practitioners doing business in areas other than a State and which has obtained a membership charter by the majority vote of the Board of Directors shall be recognized as a Member of NFDA and classified as a "Foreign Association." If a Firm or Practitioner does business in an area other than a State, the Firm or Practitioner may become a Foreign Member of NFDA by making written application to NFDA and paying the applicable NFDA dues. Foreign Members may not serve as Officers of NFDA nor as members of the Board of Directors.

C. Firm Members

Any Firm located in a State may become a Firm Member of NFDA by making written application to NFDA and agreeing, as a condition of membership, to comply with the NFDA Bylaws and Code of Professional Conduct. Each Firm Member shall designate to NFDA an Individual Member who owns or is employed by the Firm Member as the primary contact for that Firm Member.

D. Individual Members

Any Practitioner who owns or is employed by a Firm Member shall be recognized as an Individual Member of NFDA. Individual Members shall comply with the NFDA Bylaws and Code of Professional Conduct as a condition of membership. Firm Members shall list all such Practitioners on their membership applications and renewals in order to qualify them for Individual Membership. Any Practitioner who does not own nor is employed by a Firm Member may become an Individual Member of NFDA by making written application to NFDA and agreeing, as a condition of membership, to comply with the NFDA Bylaws and Code of Professional Conduct. Individual Members are the only members of NFDA that are entitled to serve as Officers of NFDA or as members of the Board of Directors.

E. Retired Members

A former Practitioner who has retired from active employment may become a Retired Member of NFDA by making written application to NFDA and agreeing, as a condition of membership, to comply with the NFDA Bylaws and Code of Professional Conduct. A Retired Member shall be entitled to only those membership privileges of NFDA that are made available to Retired Members by the Board of Directors. A Retired Member may not serve as an Officer of NFDA nor as a member of the Board of Directors.

F. Student Members

A student who is enrolled in a school of mortuary science that is accredited by the American Board of Funeral Service Education, a student who is enrolled in a school of mortuary science in an area other than a State which is duly accredited as required by that jurisdiction, or a funeral director/embalmer intern or apprentice who, to the extent required by state law, is duly registered and in good standing as an intern or apprentice, may become a Student Member of NFDA by making written application to NFDA and agreeing, as a condition of membership, to comply with the NFDA Bylaws and Code of Professional Conduct. A Student Member shall be entitled to only those membership privileges of NFDA that are made available to Student Members by the Board of Directors. A Student Member may not serve as an Officer of NFDA nor as a member of the Board of Directors.

G. Associate Members

Any business or individual not otherwise eligible for membership in NFDA who is a business partner of NFDA by virtue of having been a sponsor, advertiser or exhibitor with NFDA for at least two consecutive years immediately prior to applying for Associate Membership may apply to become an Associate Member by making written application to NFDA. If the panel of designated members of the Board of Directors, after conducting its due diligence, determines in its sole discretion that the applicant has been and continues to be a business partner of NFDA, it may grant the applicant the privilege of becoming an Associate Member. Associate Members shall agree as a condition of Associate Membership to comply with the NFDA Bylaws and Code of Business Conduct. In order to renew Associate Membership, the Associate Member must continue to be a sponsor, advertiser or exhibitor with NFDA for the two years immediately prior to renewal. An Associate Member shall be entitled only to those membership benefits of NFDA that are made available to Associate Members by the Board of Directors. An Associate Member may not vote in any NFDA election nor serve as an Officer or as a member of the Board of Directors. The privilege of Associate Membership may be revoked at any time by the majority vote of the Board of Directors if the Board of Directors, in its sole discretion, deems such revocation to be in the best interest of the funeral profession or NFDA. In the event of revocation, the former Associate Member shall be entitled to a pro-rata refund of its current membership dues.

H. School Members

A school of mortuary science that is accredited by the American Board of Funeral Service Education or school of mortuary science in an area other than a State which is duly accredited as required by that jurisdiction, and its employees, may become a School Member of NFDA by making written application to NFDA. School Member shall be entitled to only those membership privileges of NFDA that are made available to School Members by the Board of Directors. School Members may not vote for or serve as an Officer or member of the Board of Directors of NFDA.

Article VI: Partnership Membership

A. State Association Requirements

Unless a State Association has elected the Choice Membership Option pursuant to Article VII, it shall comply with all of the following requirements as a condition to its membership in NFDA:

1. If the State Association recognizes Practitioners as members of such State Association, each Practitioner that is a member of the State Association must also be an Individual or Retired Member of NFDA.
2. If the State Association recognizes Firms as members, each Firm that is a member of the State Association must also be a Firm Member of NFDA.

B. NFDA Requirements

In those States where the State Association recognizes Firms as its members, NFDA shall not accept a Firm owning Funeral Home Facilities in that State as a Firm Member unless such Firm is also a member of such State Association. In those States where the State Association recognizes Practitioners as its members, NFDA shall not accept a Practitioner engaged in funeral directing or embalming in that State as an Individual Member unless such Practitioner is also a member of such State Association. Notwithstanding the above, NFDA may accept into membership a Firm or Practitioner that is not a member of a State Association in the following two cases:

1. The Firm seeking membership owns one or more Funeral Home Facilities in a State where the State Association has elected the Choice Membership Option; or
2. The Practitioner seeking membership is engaged in funeral directing or embalming in a State where the State Association has elected the Choice Membership Option.

Article VII: Choice Membership Option

A. Adoption of Choice Membership Option

Any State Association may, subject to the restrictions and conditions set forth in this Article VII, adopt the Choice Membership Option. If the State Association adopts the Choice Membership Option, it is not required to comply with the partnership membership requirements found in Section A of Article VI. The Choice Membership Option shall become effective on January 1 of the year following the year in which the Choice Membership Option was adopted by the State Association; provided, however, that the State Association shall provide written notice to NFDA that it has adopted the Choice Membership Option on or before July 1 of the year preceding the year in which the Choice Membership Option will go into effect.

B. Withdrawal of Choice Membership Option

Any State Association that has adopted the Choice Membership Option may withdraw that

Option, but only upon the following terms and conditions:

1. The State Association has had the Choice Membership Option in place for a minimum duration of three (3) years; and
2. The withdrawal of the Choice Membership Option by the State Association is approved by the majority vote of the Board of Directors.

C. Grandfathering of NFDA Members

Any Firm Member or Individual Member of NFDA that was not a member of the State Association at such time as the State Association withdrew its Choice Membership Option is not required to become a member of the State Association in order to retain its, his or her Firm or Individual Membership in NFDA.

Article VIII: Officers

A. Establishment of Offices

The Officers of NFDA shall be the President, President-elect, Treasurer and Secretary. No person may be elected as an Officer nor continue to serve as an Officer unless such person is and continues to be throughout his or her entire term of office an Individual Member of NFDA. No two offices may be held at the same time by any one person.

B. Term of Office

Every Officer, except the President, shall be elected each year by Firm and Individual Members to serve for one (1) year or until his or her successor is elected and installed. Unless completing an unexpired term, the Officers may not succeed themselves. The Officers shall assume office following their installation at the Annual Convention in the year they were elected. The President-elect shall, after completing his or her term, automatically succeed to the office of the President.

C. Election of Officers

1. Any Individual Member seeking election to an NFDA office shall submit an officer candidate application to the Leadership Development Committee. In order to be considered a declared candidate for an office, the Individual Member must file an officer candidate application with the Leadership Development Committee before the deadline set by that Committee in the year in which he or she is seeking election.
2. The Leadership Development Committee shall review the officer candidate applications it receives and interview the officer candidates. The Leadership Development Committee shall issue a list of those candidates it finds qualified for each office at least 30 days before officer elections.
3. Any Individual Member who has completed the candidate application and interview process with the Leadership Development Committee and who was not on the list of qualified candidates issued by the Leadership Development Committee for the particular office he or she is seeking, will be added to the ballot if he or she submits to the NFDA Secretary at least 21 days before voting begins for that position a petition signed by a minimum of 250 Individual Members nominating the Individual Member as a candidate.
4. In the event that no candidate is found to be qualified by the Leadership Development Committee for a particular office or if a candidate who was found to be qualified withdraws from running for the office so that there is no qualified candidate running for a particular office, the Leadership Development Committee may extend its own deadlines and the deadlines set forth in this Section C and the Board of Directors may nominate candidates, the number of which is in its discretion, to be candidates for that office.

5. From the list of qualified candidates issued by the Leadership Development Committee, the Board of Directors, and any candidates nominated by the petition process, the Firm and Individual Members shall elect each of the Officers, except the President. The ballots issued to the Firm and Individual Members shall identify whether each candidate was found qualified by the Leadership Development Committee or was nominated by the Board of Directors or the petition process.

6. Ballots and candidate information shall be provided to all Firm and Individual Members at least fourteen (14) days prior to the close of voting. Voting shall be conducted by mail, by electronic means, or by any combination thereof, all as determined by the Board of Directors. Each Firm Member shall receive two (2) votes for each election which must be cast by the primary contact for the Firm Member listed in NFDA's current membership records. Each Individual Member shall receive one (1) vote for each election. A primary contact for a Firm Member shall also be provided a vote as an Individual Member in addition to the two (2) votes he or she may cast on behalf of the Firm Member.

7. Each election shall be determined by a plurality vote.

8. In the event that only one candidate is nominated for a particular office, that candidate may be elected by acclamation.

D. Duties of Officers

1. **President**. The duties of the President shall be as follows:

   (a) To serve as the chief elected officer of NFDA and to preside at all meetings of the Board of Directors;

   (b) To execute all lawful orders and resolutions of the Board of Directors; and

   (c) To perform all other duties and to exercise the general powers of management that are customarily vested in the office of the President.

2. **President-elect**. The duties of the President-elect shall be as follows:

   (a) To assist the President in the performance of his or her duties;

   (b) To preside at those meetings of the Board of Directors when the President is absent; and

   (c) In the event the office of President becomes vacant, to become President of NFDA and perform all duties of the President.

3. **Treasurer**. The duties of the Treasurer shall be as follows:

   (a) To have charge and custody of, and be responsible for, all funds, securities, deeds and other assets belonging to NFDA, and to hold the same subject to the direction of the Board of Directors;

   (b) To oversee the correct accounting of NFDA's business and related transactions, including accounting of its assets, liabilities, receipts, disbursements, investments, gains and losses;

   (c) To oversee the proper accounting of the transactions and financial condition of NFDA to the Board of Directors; and

   (d) To perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors.

4. **Secretary**. The duties of the Secretary shall be as follows:

   (a) To see that all notices of the time and place of meetings of the Board of Directors

are given in accordance with the provisions of these Bylaws;

(b) To oversee the preparation and maintenance of the minutes of the meetings of the Board of Directors;

(c) To see that all books, reports, statements, certificates and all other documents and records required by law are properly kept and filed by NFDA staff;

(d) To oversee the receipt and processing of all applications for membership in NFDA;

(e) To perform all duties regarding the receipt, dissemination or publication of amendments, resolutions and other official business of NFDA as required by the Bylaws; and

(f) To perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board of Directors.

E. Removal and Resignation

Any Officer who is absent for two (2) or more meetings during his or her term of office may be removed from the Board of Directors and from his or her office by the affirmative vote of at least two-thirds (2/3) of the remaining members of the Board of Directors. Any Officer may resign at any time by giving written notice to the President or Secretary of NFDA. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein.

F. Vacancies

If an office becomes vacant by reason of death, resignation, removal or otherwise, the following shall occur:

1. If the vacancy is in the office of Treasurer or Secretary, the Board of Directors may elect a successor who shall hold office for the remainder of the unexpired term.

2. If the vacancy is in the office of the President-elect, the Board of Directors may elect a successor who shall hold the office for the remainder of the unexpired term, but who shall not automatically succeed to the office of President at the end of the term. Rather, there shall be an election for the office of President in accordance with Section C of Article VIII of the NFDA Bylaws. Notwithstanding the foregoing, if the vacancy in the office of President-elect is created because the President-elect has succeeded to a vacancy in the office of the President in accordance with subsection 3 below, then the election for the President would not take place.

3. If the vacancy is in the office of the President, the President-elect shall automatically succeed to the office of the President to serve out the remainder of the unexpired term as well as his or her regular one-term as President thereafter. The Board of Directors may elect a successor to the office of President-elect who shall hold the office for the remainder of the unexpired term, but who shall not automatically succeed to the office of President.

4. If the vacancy is in the office of the Immediate Past President, the vacancy shall be filled by the most recent Immediate Past President who is willing to serve for the remainder of the unexpired term.

Article IX: Board of Directors

A. Establishment of the Board of Directors

There shall be a Board of Directors of NFDA. The primary responsibilities of the Board of Directors are as follows:

1. To initiate and develop NFDA's internal and external policies and strategies;
2. To oversee the operation of the programs and resources of NFDA;
3. To develop and authorize the annual budget of NFDA;
4. To recommend issues to be discussed at NFDA Issues Forums;
5. To approve or disapprove any application by an association of Firms or Practitioners for admission into NFDA Membership;
6. To appoint NFDA committees, task forces, work groups and their members;
7. To adopt and amend from time-to-time the Code of Professional Conduct and the enforcement procedures governing the investigation and resolution of complaints before the Professional Conduct Committee;
8. To review any appeals from the decisions of the Professional Conduct Committee and to affirm, overturn, or modify these decisions;
9. To develop and adopt all modifications to, and restatements of, the Mission Statement of NFDA;
10. To revoke by a two-thirds (2/3) majority vote the state association charter of any State Association that does not, in the determination of the Board of Directors, represent the Members of a particular State, and to revoke or suspend the membership of Members for violations of the Code of Professional Conduct; and
11. To assume such other responsibilities as may be delegated to it by the Bylaws of NFDA.

B. Composition of the Board of Directors

The Board of Directors shall be composed of the following nine (9) members:

1. The President, President-elect, Treasurer, Secretary and Immediate Past President of NFDA;
2. Four (4) At-large Representatives, each of whom is elected by the majority vote of the State Associations. The election of the At-large Representatives shall take place at the Leadership Conference. All At-large Representatives must, at the time of such person's election to the Board of Directors and at all times during his or her term thereon, be an Individual Member of NFDA. During an At-large Representative's term on the Board of Directors, such At-large Representative may not serve as an Officer of NFDA;
3. The Board of Directors shall be comprised of at least two-thirds (2/3) Independent Members. There may not be two or more Board Members who own or are employed by the same Firm Member, including its related and subsidiary entities. For a candidate to be qualified to run for, or elected to, the Board of Directors their election must not violate these Bylaws;
4. If, during an individual's term of office on the Board of Directors, that individual loses his or her Independent Member status and the Board is no longer in compliance with Section IX(B), that individual must immediately resign or be removed from the Board and the provisions of Section IX(F) or IX(G) shall be invoked, as the case may be; and,
5. If, during an individual's term of office on the Board of Directors, that individual becomes an owner or employed by the same Firm Member, including its related and subsidiary entities, as another Board Member, the individual whose status changed must immediately resign or be removed from the Board and the provisions of Section IX(F) or IX(G) shall be invoked, as the case may be.
6. The Board of Directors, in its discretion, may remove any Board Member for cause by

a two-thirds (2/3) vote of the remaining members of the Board of Directors. Such member shall be given at least fifteen (15) days prior written notice of the proposed removal together with time and place of hearing thereon.

7. Notwithstanding anything contained herein, beginning at the Annual Convention in 2026 there shall be two temporary Board seats created that shall be for two terms of two years each and terminating at the conclusion of the Annual Convention in the year 2030 at which time these positions shall be eliminated (the "Selected Board Seats"). The Selected Board Seats shall be filled by individuals nominated by the Selected Executive Counsel, subject to approval through the current NFDA Committee appointment process.

C. Term of the At-large Representative

The term of each At-large Representative shall be for two (2) years commencing at the conclusion of the Annual Convention and terminating at the conclusion of the second proceeding Annual Convention. The terms of the four (4) At-large Representatives shall be staggered so that each year two (2) At-large Representatives are elected. Unless completing an unexpired term, no At-large Representative shall serve consecutive terms on the Board of Directors. In order for an At-large Representative to be nominated for an officer position during the first year of the two-year term, the At-large Representative must submit an officer candidate application to the Leadership Development Committee prior to the deadline set by that Committee in the year in which the election will be held. The term of any such At-large Representative who has submitted an officer candidate application shall automatically terminate at the conclusion of that year's Annual Convention.

D. Meetings

1. Meetings of the Board of Directors may be called at any time by the President or upon written request signed by at least four (4) members of the Board of Directors and delivered to the Secretary.

2. The President shall set the time and place of a meeting of the Board of Directors provided, however, that if the meeting is requested by at least four (4) members of the Board of Directors, the President shall set the date of the meeting within fifteen (15) days from the date the Secretary receives the request for such meeting.

3. Members of the Board of Directors shall be notified of a meeting, although no specified form of notice is required. The presence of a member of the Board of Directors at a meeting automatically waives any notice requirements. It shall be presumed that all members of the Board of Directors received notice hereunder unless a member who is absent from a meeting subsequently raises an objection to that meeting on the grounds of lack of notice.

4. All meetings shall be governed by Robert's Rules of Order.

5. A majority of the Board must be present, in person or via electronic means, to constitute a quorum for the transaction of business.

6. The Board of Directors may take a vote on a question by mail or by electronic means if all members of the Board of Directors agree on such balloting. An action taken by such form of balloting requires a three-fourths (3/4) affirmative vote of the Board of Directors to be enacted. Any such action must be reported at the next meeting of the Board of Directors and the minutes of such meeting must be duly ratified by the Board of Directors at such meeting.

E. Election of At-large Representatives

Each year two (2) At-large Representatives shall be elected in accordance with the following terms and conditions:

1. Any Individual Member seeking election to an At-large Representative position shall submit an At-large Representative candidate application to the Leadership Development Committee. In order to be considered a declared candidate for an At-large Representative position, the Individual Member must file an At-large Representative candidate application with the Leadership Development Committee before the deadline set by that Committee in the year in which he or she is seeking election.
2. The Leadership Development Committee shall review the At-large Representative candidate applications and interview the At-large Representative candidates. The Leadership Development Committee shall issue a list of those candidates it finds qualified for the At-large Representative positions at least 30 days before the At-large representative elections.
3. Any Individual Member who has completed the At-large Representative candidate application process and interview with the Leadership Development Committee and who was not on the list of qualified candidates issued by the Leadership Development Committee for an At-large Representative position will be added to the ballot if he or she submits to the NFDA Secretary at least 21 days before voting begins for that position a petition signed by a minimum of 250 Individual Members nominating the Individual Member as a candidate.
4. In the event that there are not a sufficient number of candidates found qualified by the Leadership Development Committee for the open At-large Representative positions to be filled, the Leadership Development Committee may extend its own deadlines and the deadlines set forth in this Section E in order to solicit, interview and evaluate one or more candidates for the open At-large Representative position.
5. **Election Procedure:** Elections for the At-large Representatives positions shall be carried out as follows:

    (a) At-large Representatives shall be elected by the State Associations. The State Association Representative must be an Individual Member at the time of the election. The State Association Representative must practice funeral directing in that state from which he or she is designated, and cannot be a current At-large Representative, board candidate, or a member of the Leadership Development Committee. If a State does not have a State Association the Board of Directors may nominate an Individual Member from that state as a State Association Representative for that state.

    (b) The election of the At-large-Representatives shall take place at a meeting of the State Association Representatives to take place in conjunction with the Leadership Conference.

    (c) There shall be a separate election taken for each At-large Representative position to be filled. The State Association Representatives shall vote by secret ballot from the list of qualified candidates issued by the Leadership Development Committee and any candidates nominated by the petition process. The ballots issued to State Association Representatives shall identify whether each candidate was found qualified by the Leadership Development Committee or was nominated by the petition process. Any unsuccessful candidate in an election may be nominated and run in a succeeding election. Whenever there are more than two candidates and no candidate receives a majority of all votes cast, another vote shall be taken, but

the following candidates shall be eliminated from the ballot: (1) the candidate receiving the lowest number of votes; and (2) if at least two candidates each received twenty-five (25%) percent or more of the votes cast, all candidates who received less than twenty-five (25%) percent of the votes cast. In the event of two successive tie votes in any election, the determination of which candidate who is involved in the tie shall be elected or eliminated will be determined by drawing lots, with the method of drawing lots to be determined by the President. In the event that more than two candidates are involved in the tie votes, the method of drawing lots shall be used only to eliminate one candidate and a subsequent vote shall be taken among those candidates not eliminated.

(d) In the event that only one or two candidates are nominated for At-large positions, they may be elected by acclamation without the need of the election formalities of Subsections IX.B.2 and IX.E.5.

F. Removal and Resignation

Any At-large Representatives who is absent from two or more meetings during either the first year of his or her two-year term or during the second year of such term may be removed from the Board of Directors by a two-thirds (2/3) vote of the remaining members of the Board of Directors. Any At-large Representative may resign at any time by giving written notice to the President or Secretary of NFDA. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein.

G. Vacancies

If an At-large Representative position becomes vacant by reason of death, resignation, removal or otherwise during the first year of the At-large Representative's two-year term, a successor At-large Representative shall be elected to fill the unexpired term at the next At-large Representative election held in accordance with Subsection E(5) of this Article IX. Prior to the election at which a successor is to be elected, the Board of Directors may appoint a former At- large Representative to fill the vacant At-large Representative position until a successor is elected to fill the unexpired term.

X: Committees

A. Advocacy Committee

NFDA shall have an Advocacy Committee, the composition and purposes of which are as follows:

1. **Composition:** The Advocacy Committee shall be comprised of the President, President-elect, Treasurer and at least seven (7) NFDA Individual Members.

2. **Purposes:** The purposes of the Advocacy Committee are as follows:

   (a) To monitor and review all legislative and regulatory actions of the government which impact in any respect funeral consumers, funeral service and/or NFDA Members.

   (b) To recommend to the Board of Directors positions and appropriate actions for NFDA to pursue on legislative and regulatory issues for the betterment of funeral consumers, funeral service and/or NFDA Members.

   (c) To monitor strategic action plans for the Advocacy Program of NFDA.

B. Leadership Development Committee

NFDA shall have a Leadership Development Committee, the composition and purposes of

which are as follows:

1. **Composition:**
   (a) The Leadership Development Committee shall be comprised of the outgoing Immediate Past President whose term on the Board of Directors just ended, and nine (9) Individual Members, each of whom shall be appointed by the President. Current members of the Board of Directors or declared candidates for an NFDA Office or At-large Representative position may not serve on the Leadership Development Committee. The term of the Committee members, except for the outgoing Immediate Past President who shall serve a one-year term as the Chairperson, shall be for three (3) years starting at the conclusion of the Annual Convention and terminating at the conclusion of the Annual Convention three (3) years later. The terms shall be staggered so that three (3) new Individual Members are appointed by the President to the Committee each year. Unless serving out an unexpired term, no committee member shall serve consecutive terms. In the event the outgoing Immediate Past President is unwilling or unable to serve on the Leadership Development Committee, the position shall be filled by the most recent Immediate Past President who is not on the Board of Directors and who is willing to serve on the Leadership Development Committee.

   (b) A member of the Leadership Development Committee cannot serve as a state's State Association Representative.

2. **Purposes:** The purposes of the Leadership Development Committee are as follows:
   (a) To identify, cultivate, and recruit future leaders in cooperation with all other leadership groups at NFDA;

   (b) To review candidate application forms and to interview candidates to determine and present a slate of qualified candidates for election to officer and At-large Representative positions;

   (c) To recommend to the Board of Directors the adoption of campaign and elections rules and guidelines; and

   (d) To monitor candidate compliance with campaign and election rules and guidelines and to report any infractions to the Board of Directors.

C. Professional Conduct Committee

NFDA shall have a Professional Conduct Committee, the composition and purposes of which are as follows:

1. **Composition:** The Professional Conduct Committee shall consist of at least six (6) NFDA Individual Members, none of which shall be a member of the Board of Directors.

2. **Purposes:** The purposes of the Professional Conduct Committee shall be as follows:
   (a) To investigate complaints against Firm Members, Individual Members, Retired Members and Student Members that allege violations of the NFDA Bylaws or the Code of Professional Conduct.

   (b) To resolve the complaints referred to in subsection (a) above in accordance with the enforcement procedures adopted by NFDA.

   (c) To impose disciplinary measures against Members who are found in violation of the NFDA Bylaws or Code of Professional Conduct including, but not limited to, permanent or conditional termination of membership, suspension of membership, termination or suspension of specific membership benefits, probation with or

without conditions, public or private reprimand, or such other measures as are appropriate.

(d) To recommend to the Board of Directors any appropriate modifications to the Code of Professional Conduct and the enforcement procedures governing the Professional Conduct Committee.

D. Composition of Committees

Except as provided in this Article X, the Board of Directors shall appoint the members of each NFDA Committee. Each member of a Committee shall be appointed to a one (1) year term, except for members of the Leadership Development Committee who, other than the Chairperson, shall serve three-year terms. Except for the Leadership Development Committee, the Board of Directors shall appoint a Chairperson for each Committee who shall serve a one (1) year term. The Board of Directors may also remove any Committee member or Chairperson with or without cause by a two-thirds (2/3) affirmative vote of the Board of Directors.

E. Task Forces and Work Groups

From time-to-time, the Board of Directors may select Individual Members and others to serve on task forces and work groups formed to address specific projects for NFDA. The composition, tenure, and responsibilities of each such task force or work group will be established by the Board of Directors.

XI: Dues

A. NFDA Annual Dues

Dues to NFDA shall be paid on an annual basis by the Firm Members, Individual Members who are not affiliated with a Firm Member, Foreign Associations, Foreign Members, Retired Members, Student Members, and Associate Members in accordance with this Article XI.

B. Dues Schedule

The Board of Directors shall establish dues for Firm Members, Individual Members not affiliated with a Firm Member, Foreign Associations, Foreign Members, Retired Members, Student Members, and Associate Members on an annual basis and shall publish a Dues Schedule each year. The Board of Directors may impose late penalties for those members who are delinquent in the payment of dues.

C. Penalties for Non-Compliance

Firm Members, Individual Members, Foreign Associations, Foreign Members, Retired Members, Student Members, and Associate Members who fail to pay dues by the payment date (or any late penalty payment date established by the Board of Directors) shall be automatically suspended from membership in NFDA. Such suspended members may be expelled by the majority vote of the Board of Directors. Suspended members who have not been expelled by the Board of Directors may be reinstated to membership by the Board of Directors upon full payment of any delinquent dues, late penalties and reinstatement fees required by the Board of Directors.

D. Collection and Payment of NFDA Dues

In States where the State Association has adopted the Choice Membership Option or in States where NFDA and the State Association have agreed that NFDA should collect its own dues, NFDA shall collect its dues directly from NFDA Members in that State. In all other States, the State Association shall collect NFDA dues from Firm Members in that State on a calendar year basis while NFDA shall collect its dues from Individual Members not affiliated with a Firm

Member, Retired Members, Student Members, and Associate Members in that State. NFDA dues for a particular year shall be paid to NFDA by each such State Association on or before March 1st of that year; provided, however, that for good cause and at the written request of a State Association, the Board of Directors may, in its discretion, vote to extend the payment deadline for a particular State Association. All payments of NFDA dues by State Associations shall be accompanied by the Annual Membership Report as required by Section E below of the Bylaws. Any member not listed on the Annual Membership Report or whose dues have not been paid to NFDA on or before the payment deadline shall have all other benefits of membership suspended.

E. Annual Membership Report

NFDA shall provide each State Association that has not selected the Choice Membership status with Annual Membership Report forms which NFDA may modify from time to time. Each State Association shall forward to the NFDA Secretary the completed Annual Membership Report on or before March 1st of each year, listing its members for the calendar year.

Article XII: Annual Convention

NFDA shall hold its Annual Convention each year at the time and place selected by the Board of Directors.

Article XIII: Amendments

These Bylaws may be amended by a two-thirds (2/3) affirmative vote of Firm Members and Individual Members voting by mail, by electronic means, or by any combination thereof, as may be determined by the Board of Directors. Each Firm Member shall have two votes which must be cast by the primary contact for the Firm Member listed in NFDA's current membership records. Each Individual Member shall have one vote. A primary contact for a Firm Member shall also be provided a vote as an Individual Member in addition to the two (2) votes he or she may cast on behalf of the Firm Member. Any proposed amendments and ballots shall be submitted to Firm and Individual Members at least fourteen (14) days prior to the close of voting. Amendments may be proposed by the Board of Directors or upon a petition signed by hand and/or by electronic means by Firm and Individual Members holding at least two (2) percent of the voting authority of the total Membership with Firm Members having two (2) votes and Individual Members having one (1) vote.

EXHIBIT A TO NFDA BYLAWS

NATIONAL FUNERAL DIRECTORS ASSOCIATION

STATE AFFILIATION AGREEMENT

This State Association Affiliation Agreement, which is effective as of January 1, 2018, sets forth the respective obligations of NFDA and the State Association. Capitalized terms appearing in this Agreement are used herein with the same meanings as found in the NFDA Bylaws.

I. MEMBERSHIP OBLIGATIONS OF STATE FUNERAL DIRECTORS ASSOCIATION TO THE NATIONAL FUNERAL DIRECTORS ASSOCIATION

As a condition of receiving and continuing to maintain a State Association membership in the National Funeral Directors Association, the undersigned State Association agrees to undertake the following duties and obligations:

- To comply with and uphold those requirements of NFDA's Bylaws that apply to State Association Members.
- To carry out its governance roles in NFDA by appointing its State Association Representative to cast the vote of the State Association in the election of At-large Representatives in accordance with Subsection E(5) of Article IX of the NFDA Bylaws.
- To notify the NFDA Board of Directors' before entering into a merger or consolidation with an association comprised primarily of non-Practitioners (individuals who are not funeral directors) and/or non-Firms (businesses that are not funeral homes).
- To have no state membership with a national association in the funeral service profession other than NFDA.
- To support NFDA's mission.
- To promote membership in NFDA and the availability of NFDA services to State Association members.

II. MEMBERSHIP OBLIGATIONS OF THE NATIONAL FUNERAL DIRECTORS ASSOCIATION TO STATE FUNERAL DIRECTORS ASSOCIATIONS

As a condition of accepting the State Association into membership and recognizing it as an affiliated State Association, NFDA agrees to undertake the following duties and obligations:

- To recognize the State Association as the only NFDA state association member in that State.
- To serve as a clearinghouse for data and developments pertaining to funeral service and to share relevant information with the State Association.
- To provide the State Association with the resources and expertise needed to address professional issues at the state level and to support the effective and efficient operation of the State Association.
- To prepare and provide the State Association with model laws and guidelines developed for use in the states.

- To provide an influential voice at the federal level representing the interest of NFDA membership as a whole.
- To offer revenue-sharing educational and other programs to State Associations.
- To promote membership in the State Association and the availability of State Association services to NFDA Members in the State.

_____FUNERAL DIRECTORS ASSOCIATION

By: _____

Title: _____

NATIONAL FUNERAL DIRECTORS ASSOCIATION

By: _____

Title: _____