

**Nebraska Funeral Directors Association
CONSTITUTION & BYLAWS**

**ARTICLE I
Name**

SECTION 1. The name of the Association shall be the Nebraska Funeral Directors Association (the "Association").

SECTION 2. The principal place of business of the Association shall be at such location as the Board of Directors shall specify. The Association may have such other offices as may from time to time be designated by the Board of Directors.

**ARTICLE II
Purposes**

SECTION 1. The objectives of this Association are:

- * To foster and maintain high professional ideals and ethics.
- * To represent and safeguard the common interests of its members.
- * To cultivate and promote the art and science of funeral directing and embalming, and to educate and train members to serve the public with dignity, care and professionalism.
- * To enlighten and educate the public regarding the value of funeral services.
- * To encourage enactment and enforcement of proper, just and uniform laws, rules and regulations on funeral directing and embalming in the State of Nebraska.
- * To engage in any lawful activity within the purposes for which corporations may be organized in the State of Nebraska.

SECTION 2. In furtherance of these purposes, but, not in limitation thereof, the Association shall have power: (1) to analyze, compile and disseminate information on laws and regulations of interest to the members and to determine and make known to government the views of industry relative to such matters; (2) to collect and disseminate statistics and other information through publications and other media; (3) to conduct educational meetings, seminars and conventions; (4) to provide insurance programs, membership benefit programs, and other services to the membership; (5) to advance lawful and fair trade practices, customs, and usages; (6) to foster and promote sound and equitable employment relations policies; (7) to engage in any lawful activity which will enhance the efficient and economic progress of the profession and inform the public of its scope and character.

ARTICLE III
Non-Discrimination Policy

The Association shall not discriminate against any person on the basis of race, color, religion, age, sex, national origin, or disability.

ARTICLE IV
Membership

SECTION 1. Membership Classes – The membership of the Association shall consist of the following six (6) classes:

(1) Firm Members: Funeral establishments duly licensed under the laws of the State of Nebraska that pays dues in accordance with the dues schedule approved by the Board of Directors of the Association shall be eligible for membership as a Firm Member. Such applicants may become Firm Members of the Association by a majority vote of the members of the Board of Directors present at any regular or special meeting of the Board. Each Firm Member shall be entitled to one vote, which vote shall be cast by a duly authorized officer or other duly authorized representative of the Firm Member.

(2) Individual Members: All funeral directors who are duly licensed under the laws of the State of Nebraska and who own or are employed by a Firm Member shall be known as Individual Members and shall be entitled to receive those benefits which the Association makes available to such Individual Members. Individual Members may serve as members of the Board of Directors, officers, or members of any committee of the Association unless otherwise provided for herein.

(3) Associate Members: The following individuals who pay dues in accordance with the dues schedule approved by the Board of Directors of the Association shall be eligible for Associate Membership in the Association:

- (a) Funeral directors duly licensed under the State of Nebraska who are in the profession of funeral directing and who are not owners of or employed by a Firm Member.
- (b) Employees, retired employees and associates who are not licensed funeral directors under Nebraska law and who are affiliated with a Firm Member.
- (c) Funeral directors licensed under the laws of the State of Nebraska who are not presently engaged in the profession of funeral directing.

Those persons who meet the requirements for Associate Membership under this Paragraph (3) may become Associate Members of the Association by a majority vote of the Board of Directors present at any regular or special meeting of the Board. Associate Members under this Paragraph (3) do not possess the right to hold office nor vote, except that an Associate Member may cast a vote of a Firm Member on whose behalf such Associate Member is duly authorized to vote. All Associate Members in good standing in this Paragraph (3) may participate in all activities of the Association, except as otherwise provided in the Constitution and Bylaws of the Association.

(4) **Affiliate Members:** Any funeral supplies sales persons, manufacturer's representatives, and allied industry representatives to the funeral service profession in Nebraska shall be eligible for membership as an Affiliate Member in this Association. Such applicants may become Affiliate Members of the Association by a majority vote of the members of the Board of Directors present at any regular or special meeting of the Board. Affiliate Members shall not be entitled to vote or hold office but shall be entitled to such benefits of membership as the Board of Directors determines.

(5) **Honorary Members:** Retired funeral directors and others in recognition of long and faithful service to the Association and the profession shall be admitted as "Honorary" members by a $\frac{3}{4}$ vote of the Board of Directors present at any regular or special meeting of the Board. Honorary Members under this Paragraph (5) do not possess the right to hold office nor to vote, except that an Honorary Member may cast a vote of a Firm Member on whose behalf such Honorary Member is duly authorized to vote. All Honorary Members in good standing in this Paragraph (5) may participate in all activities of the Association except as otherwise provided in the Constitution and Bylaws of the Association.

(6) **Student Members:** A student who is enrolled in a school of mortuary science that is accredited by the American Board of Funeral Service Education may become a Student Member of the Association upon approval by a majority vote of the members of the Board of Directors present at any regular or special meeting of the Board. The term of membership for a Student Member shall not exceed one year unless otherwise determined by the Board of Directors. Student Members under this Paragraph (6) do not possess the right to hold office nor vote but shall be entitled to such benefits of membership as the Board of Directors determines.

(7) **Trade Service Members:** Any crematories, trade services, first call services or embalming services that have a licensed funeral director who is in good standing in the State of Nebraska shall be eligible for membership as a Trade Service Member in this Association. Such applicants may become Trade Service Members of the Association by a majority vote of the members of the Board of Directors present at any regular or special meeting of the Board. Trade Service Members may serve as members of the Board of Directors, officers, or members of any committee of the Association unless otherwise provided for herein and shall be entitled to one vote.

ARTICLE V **Dues**

The annual dues for all classes of membership shall be determined by the Board of Directors and are non-refundable.

ARTICLE VI **Meetings**

SECTION 1. Annual Meeting - There shall be an Annual Meeting of the Association to be held in conjunction with the Association's Annual Convention. The Board of Directors shall set the time, date and place for the Annual Meeting. Notice of such meeting, signed by the Secretary (or other officer designated by the Board of Directors), shall be mailed, faxed or

transmitted electronically to the last recorded address of each member at least thirty (30) days before the time appointed for the Annual Meeting.

SECTION 2. Special Meetings - Special meetings of the Association may be called by the President or the Board of Directors and shall be called by the President upon the written request of twenty-five (25) Percent of Firm Members of the Association. Notice of any special meeting shall be mailed, faxed or sent electronically to each member at the member's last recorded address at least fifteen (15) days in advance of the Special Meeting, with a statement of the time and place and the information as to the subject or subjects to be considered. Action may be taken only on those matters specifically outlined in the notice of the Special Meeting.

SECTION 3. Quorum - Ten percent (10%) of the Firm Members in the Association shall constitute a quorum at any Annual or Special Meeting called by the Association, and in case there be less than this number, the presiding officer may adjourn the meeting from time to time until a quorum is present.

SECTION 4. Resolutions - Resolutions to be considered at any Regular or Special Meeting of the Association must be submitted not less than thirty (30) days prior to such meeting to the Board of Directors for their consideration and recommendations.

SECTION 5. Rule of Order - The usual parliamentary rules, as laid down in "Robert's Rules of Order" shall govern all deliberations, when not in conflict with these By-laws.

ARTICLE VII Annual Election

SECTION 1. Election - The Secretary of the Association shall be elected by majority of the Firm Members voting. Unless an officer has resigned, been removed or is otherwise unable to fulfill another term of office, the officer shall automatically succeed to the next office. The term of each office shall be from one Annual Meeting to the next Annual Meeting. Officers shall, upon completion of the Annual Meeting, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified, or unless they resign, are removed, or otherwise unable to fulfill an unexpired term.

SECTION 2. Voting - Each Firm Member shall appoint an Individual Member or an Associate Member to be its representative in the Association who shall represent, vote, and act for the Firm Member in all affairs of the Association. Voting will be carried out by a majority vote of the Firm Members of the Association present at any duly organized meeting of the Association or by electronic, fax, or mail ballot returned provided that a copy of the ballot for consideration shall be mailed or faxed to the last recorded address or electronically transmitted to the last recorded email address of each member. In lieu of a duly organized meeting of the Association, Firm Members of the Association shall be provided at least fifteen (15) days to review, complete, and submit the ballot to the Association office by mail, fax, or electronic transmission in order for their vote to be counted. Written proxy shall not be allowed. The Board Secretary shall report the results of the ballots with the minutes of the Annual Meeting.

SECTION 3. Nominating Committee - The Nominating Committee shall consist of the Past President's Council with the Immediate Past President as its Chair., The Nominating Committee shall solicit nominations for Secretary and District Presidents, and, if there is a vacancy, for the offices of Treasurer, President-Elect and President via mail, fax, or electronic submission at least sixty (60) days prior to the Annual Meeting. From the submitted nominations, the Nominating Committee will bring forth a ballot for voting. Additional nominations may be made from the floor or written-in on the ballot.

ARTICLE VIII Districts

SECTION 1. The members of the Association shall be assigned to one of five regional Districts which shall be divided by county or portions of counties as the Board of Directors may direct from time to time. Additionally, two at-large statewide Districts will represent all membership.

SECTION 2. Officers of each District shall be elected for a term of two (2) years. Each even numbered District shall hold elections in even numbered years and odd numbered Districts shall hold elections in odd numbered years. The election shall follow Article VII, Section 2 – Voting of these Bylaws with the exception of District officers shall be elected by the majority of the Firm Members voting from that District. Each District will submit the names of the individuals to be considered for the offices of President, Vice President, and any other officer elected by the District via mail, fax, or electronic submission within sixty (60) days prior to the Annual Meeting. From the submitted nominations, the Nominating Committee will bring forth a ballot for voting. Additional nominations may be made from the floor or written-in on the ballot.

SECTION 3. The President of the District shall serve on the Board of Directors of the Association and will represent his or her District.

ARTICLE IX Board of Directors

SECTION 1. Authority - 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 carry out its purposes, and shall have discretion in the disbursements of its funds. It 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, appoint such agents as it may consider necessary.

SECTION 2. Composition - The Board of Directors shall consist of the Presidents of the seven Districts, the President, President-elect, Secretary, Treasurer and Immediate Past President. All members of the Board of Directors must be Individual Members of the Association and must be licensed funeral directors and embalmers who are in good standing in the State of Nebraska at all times during their tenure on the Board.

SECTION 3. Meetings - The Board shall meet upon call of the President at such times and places as the President may designate and shall be called to meet upon demand of a majority of its members. Notice of all meetings of the Board of Directors shall be sent by

mail, telephone, fax or electronically to each member of the Board at his or her last recorded address at least five (5) days in advance of such meetings. Attendance at the meeting shall be deemed as a waiver of any notice requirement.

SECTION 4. Quorum - A majority of the whole Board shall constitute a quorum at any meeting of the Board. Any less number may adjourn from time to time until a quorum be present.

SECTION 5. Absence - In case a District President cannot attend a Board meeting, the District President shall designate an alternate to represent the District at a given Board meeting and such alternate shall have full authority to act and vote.

SECTION 6. Compensation - Directors shall not receive any compensation for their services as directors, but the Board may by resolution authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedure for approval and payment of such expenses by designated officers of the Association. Nothing herein shall preclude a director from serving the Association in any other capacity and receiving compensation for such services.

SECTION 7. Resignation or Removal - Any officer or director may resign at any time, by giving written notice to the President, the Secretary, or to the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified at the time of acceptance thereof, as determined by the President or the Board. Any officer or director may be removed from the Board by the two-thirds vote of the Board of Directors at an Annual or Special Meeting. If any time an officer or director ceases to be an Individual Member of the Association, such individual shall be immediately removed from the Board.

SECTION 8. Vacancies – If a District President resigns, is removed or ceases to serve as District President, his or her replacement shall be appointed by the Board of Directors of the Association. If an officer of the Association resigns, is removed or otherwise ceases to serve as an officer, his or her replacement may be filled by action of the remaining members of the Board for the unexpired term; provided, however that in the event of a vacancy in the office of President, the President-Elect shall automatically succeed to the Presidency and serve out the balance of the term prior to serving his or her own term as President.

SECTION 9. Meeting Conduct - The Board may prepare rules for the orderly conduct and procedure for Annual and Special Meetings of the Association, which rules shall not be in conflict with provisions of these Bylaws.

ARTICLE X Officers

SECTION 1. Offices - The officers of this Association shall be a President, President-Elect, and Secretary, and Treasurer. The office of Secretary, Treasurer, and any vacancy in the office of President or President-Elect shall be filled by the election at the Annual Meeting of the Association (This action is only conducted for non-succession). Election shall be by written ballot if there is more than one nomination for a given office, and a majority of the votes cast shall elect.

SECTION 2. Term - Every officer shall take office immediately following the Annual Meeting and shall serve for a term of one year and until his or her successor is duly elected and qualified, except for the Treasurer position which will carry a two-year term with the possibility of re-election.

SECTION 3. President - The President shall be the principal officer of the Association, shall preside at the meetings of the Association and of the Board of Directors and of the executive committee, and shall be a member ex-officio, with right to vote, of all committees. The President shall also, at the Annual Meeting of the Association and at such other times as he or she shall deem proper, communicate to the Association or to the Board of Directors on Association matters and make such suggestions as may in his or her opinion tend to promote the welfare of the members and 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 4. President-Elect - The President-Elect will automatically succeed to the office of President upon the expiration of the President's term. The President-Elect shall also succeed to the office of President of the Association for the remaining term of a President who resigns, is removed or is otherwise unable to serve as President. It shall be the duty of the President-Elect to be familiar with the activities of the President and to undertake those duties assigned by the President. It shall also be the duty of the President-Elect to preside over meetings of the Association or the Board of Directors in the temporary absence of the President.

SECTION 5. Secretary – The Secretary will automatically succeed to the office of President-Elect upon the expiration of the President-Elect's term. The Secretary shall have the responsibility of all records, books, papers, documents, and related matters of the Association. The Secretary shall make a report at the Annual Meeting or when called upon by the President. The various duties of the Secretary may be assigned in whole or in part to the Executive Director by the Board of Directors.

SECTION 6. Executive Director - The management of the Association shall be in an individual or management company, employed, contracted, or appointed by, and directly responsible to the Board of Directors. The individual or entity directed to manage the Association shall have the title of Executive Director or such other title as the Board shall from time to time designate. The Executive Director shall have the responsibility for the management and direction of all operations, programs, activities, and affairs of the Association, including employment and termination of employment, and the determination of compensation for members of the staff and supporting personnel, functioning within the framework of policy aims and programs as generally determined by the Board of Directors. The Executive Director shall have such other duties as may be prescribed by the Board.

SECTION 7. Treasurer – The Treasurer will carry a two-year term with the possibility of re-election after each term. The Treasurer shall be responsible for keeping an account of all monies received and expended for the use of the Association and shall make all duly authorized disbursements. All sums received shall be deposited in the financial institutions approved by the Board of Directors. Funds may only be drawn upon the

signature of any of the two following: President, President-Elect, Secretary, Treasurer, Past President, and Executive Director. The Treasurer shall make a report at the Annual Meeting or when called upon by the President. The various duties of the Treasurer may be assigned in whole or in part to the Executive Director by the Board of Directors.

ARTICLE XI **Committees**

SECTION 1. The President, subject to the approval of the Board of Directors, shall annually appoint such committees as may be required by the Bylaws or as deemed appropriate by the Board of Directors. Twenty-five percent of the committee membership shall constitute a quorum.

SECTION 2. Executive Committee - The President, Immediate Past President, President-Elect, Secretary, and Treasurer shall constitute the executive committee. The executive committee may exercise the powers of the Board of Directors when the Board of Directors is not in session, reporting to the Board of Directors at its succeeding meeting any action taken. Three members shall constitute a quorum for the transaction of business. Meeting may be called by the President.

ARTICLE XII **Code of Ethics**

SECTION 1. Adoption - The Board of Directors shall adopt a Code of Ethics and may from time to time amend the Code of Ethics.

SECTION 2. Adherence - Compliance with the Code of Ethics shall be a condition of membership in the Association for all Firm Members, Individual Members, and Associate Members.

SECTION 3. Complaints – Complaints against Firm Members, Individual Members, and Associate Members, Affiliate Members, Honorary Members, and Student Members regarding alleged violations of the Code of Ethics, violations of these Bylaws, or other actions harmful to the public or the funeral profession shall be investigated by the Professional Review Committee pursuant to enforcement procedures adopted by the Board of Directors. Any member that is the subject of a complaint shall be notified of the complaint and provided an opportunity to respond to the complaint, including the submission of evidence. All pertinent information regarding the complaint, including the response and other evidence presented by the member, shall be compiled by the Professional Review Committee and submitted to the Board of Directors for consideration. If a violation is found by the majority vote of the Board of Directors, the Board shall have the authority to impose disciplinary measures against the member who is found to be in violation, 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 methods as are appropriate. At any meeting in which the Board of Directors considers violations against a member, the member shall have the right to appear before the Board of Directors and provide a defense.

ARTICLE XIII
National Affiliation

Members of the Association shall be encouraged, but not required, to be members of the National Funeral Directors Association.

ARTICLE XIV
Fiscal Year

The fiscal year shall commence on the first day of January and shall end on the 31st day of December.

ARTICLE XV
Amendments

These Bylaws may be amended, repealed, or altered, in whole or in part, by a simple majority vote of the Firm Members present and voting at any duly organized meeting of the Association or by electronic, fax or mail ballot, provided that a copy of any amendment proposed for consideration shall be mailed or faxed to the last recorded address or electronically transmitted to the last recorded e-mail address of each member at least thirty (30) days prior to the date of the meeting.

In lieu of a duly organized meeting of the Association, the Bylaws may also be amended, repealed or altered, in whole or in part, by a simple majority vote of the Firm Members of the Association through fax, mail and/or electronic transmission, provided that a copy of any amendment proposed for consideration shall be mailed or faxed to the last recorded address or electronically transmitted to the last recorded email address of each member. Firm Members of the Association shall be provided at least thirty (30) days written notice to review any proposed bylaws amendments, shall complete a ballot, and shall submit it to the Association office by mail, fax or electronic transmission in order for their vote to be counted.

ARTICLE XVI
Limitation on Liabilities

Nothing herein shall constitute members of the Association as partners for any purpose. No member, officer, agent, or employee of this Association shall be liable for the acts or failure to act on the part of any other member, officer, agent, or employee of this association. Nor shall any member, officer, agent or employee be liable for his acts or failure to act under these bylaws, excepting only acts or omissions to act arising out of his willful misfeasance.

ARTICLE XVII
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 or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

ARTICLE XVIII
Board of Examiners

SECTION 1. The Board of Directors, as authorized by the state statute, shall annually submit up to five (5) names of new candidates or incumbents to the Board of Health for consideration of appointment or reappointment to the Board of Examiners in Funeral Directing and Embalming.

SECTION 2. Prior to such submission, the Board may call upon the membership to submit nominations for consideration of the Board of Examiners.

SECTION 3. Such nominations insofar as feasible, should consider geographical areas to be served as well as professional ability, integrity of the profession, willingness to serve, and availability.

ARTICLE XIX
Consumer Education and Public Relations Fund

Consumer Education and Public Relations Fund- There shall be established a separate fund to which persons may contribute by donations, bequests or other means. This money shall be invested at the discretion of the Board of Directors and the interest earned from this fund should be used only for purpose of consumer education and public relations.

Nebraska Funeral Directors Association Code of Ethics

The members of the Nebraska Funeral Directors Association do hereby adopt this Code of Ethics as a standard of conduct for the members of the Association in their professional relationships with those they serve, with the general public, with each other, and with their profession and professional colleagues.

1. A funeral director should deal with those whom he/she serves openly, fairly, confidentially, respectfully, and competently. A funeral director should:
 - a) Enter into business dealings with those whom he/she serves openly, fairly, and with solicitude for their emotional needs and financial limitations.
 - b) Maintain confidentiality of communications with those whom he/she serves.
 - c) Maintain an attitude of respect for the inviolability of the dead human body.
 - d) Maintain a sincere respect for all creeds, religions and customs.
 - e) Strive to offer only those goods and services that reflect high professional standards.

2. A funeral director should assist in maintaining public confidence in the integrity and competence of the funeral service industry. A funeral director should:
 - a) Support high standards of education for the members of the industry.
 - b) Conduct himself/herself at all times with those whom he/she serves and other members of the public conscientiously and in accordance with enlightened business standards and practices, with complete honesty in all dealings, and in a way to reflect favorably upon the funeral service industry.
 - c) Protect the public health and safety by scrupulous adherence to professional standards and maintenance of his or her establishment in a sanitary and orderly fashion.
 - d) Help attract to funeral service qualified people of good character and intellectual capacity and aid in their instruction.
 - e) Faithfully obey all state and federal laws, regulations and rules governing funeral service both in letter and in spirit.
 - f) Refrain from business practices that are unfair, which may have the effect of misleading the public or which would violate community standards of good taste.

3. A funeral director should relate to other members of the profession with the highest standards of professionalism. A funeral director should:
 - a) Report corrupt, dishonest or unethical practices by members of the profession.
 - b) Cooperate in a professional manner with other funeral directors when service of families involves the merchandise or services of other funeral homes, including, but not limited to, facilitating transfers of arrangements, both pre-need and at-need, and refraining from unfairly and/or untruthfully disparaging the merchandise or services of another funeral firm.
 - c) Cooperate with licensing authorities, the Consumer & Professional Review Committee of the Association, the Board of Directors and other authorities, public and private, that may from time to time investigate allegations of dishonesty, violations of state and federal laws or unethical conduct.
 - d) Encourage adherence to state and federal laws and to this Code of Ethics, including, but not limited to, making timely and good faith responses to all inquiries made by the Consumer & Professional Review Committee of the Association or the Board in any investigation of a breach of the Code of Ethics on the part of any member of the Association.