

# By-Laws

(As revised 2011 - Revision #14)

## ARTICLE I. NAME

The name of this organization is "The International Conference of Funeral Service Examining Boards, Inc." (hereafter referred to as "The Conference").

## ARTICLE II. PURPOSE

The purpose of The Conference is to aid regulators of the death care profession in the protection of consumers by:

1. Facilitating communication and providing a forum for exchange of information and ideas among Member Boards concerning legal regulation of the death care profession.
2. Encouraging and aiding collaborative efforts among Member Boards in developing compatible standards and cooperative procedures for the legal regulation of the death care profession toward the goal of simplifying and standardizing the licensing process.
3. Representing the opinions of The Conference in serving to protect the public in those matters related to the rendering of professional death care services through interaction with other related associations, legislative, judicial, regulatory or executive governmental bodies and with other groups or associations whose areas of interest may coincide with those of Member Boards.
4. Providing assistance to Member Boards in fulfilling statutory, public and ethical obligations in legal regulation and enforcement.
5. Engaging in and encouraging research on matters related to regulation.
6. Providing examinations for use in licensure by Member Boards, including, but not limited to, the National Board Exam, State Board Exams, and jurisprudence examinations.

## ARTICLE III. DEFINITIONS

### Section 1. Board

"Board" shall mean the governmental agency empowered to credential and regulate those persons or entities practicing in the death care profession in any of the States of the United States of America, the District of Columbia, territories and insular possessions of the United States of America, individual provinces and territories of Canada, and comparable entities in other countries.

### Section 2. Member Board

"Member Board" shall mean any Board as defined above which is duly accepted into The Conference pursuant to these Bylaws, and, if applicable, enters into a contract for the use of The Conference's examinations.

### Section 3. Member Board Staff

"Member Board Staff" shall mean a current employee of a Member Board whose primary responsibilities include the administration of all activities in fulfilling the mission of the board.

### Section 4. Delegate

"Delegate" shall mean a current member or Member Board Staff designated by the Member Board as its representative.

### Section 5. Alternate Delegate

"Alternate Delegate" shall mean a current member or Member Board Staff designated by the Member Board as its alternate representative.

### Section 6. Delegate Assembly

"Delegate Assembly" shall mean the governing body that is comprised of Member Boards.

## ARTICLE IV. MEMBERSHIP

### Section 1. Request for membership

Upon receipt of a written indication of interest in membership by a Board, The Conference will request information needed to determine eligibility. Once The Conference has received the information, the Board of Directors will consider the applicant's eligibility.

### Section 2. Admittance

A Board that qualifies for membership may be admitted into The Conference as a Member Board by the Board of Directors.

### Section 3. Rights and Privileges

A Member Board shall be entitled to full rights to the floor for the purposes of speaking, offering motions, and voting, as well as access to all Conference programs and examinations.

### Section 4. Termination of Membership

- a. In the event that a member fails to pay dues as required by these Bylaws, the Board of Directors may, upon fair notification of its intent to do so, terminate the membership of a Member Board.
- b. Membership shall be terminated when so ordered by a two-thirds vote of the quorum at the Annual Meeting.
- c. Written notice that termination pursuant so paragraph (b) is to be considered and the cause for the action shall be sent to all Delegates and to the Member Boards not less than 90 days prior to the meeting. The Member Board in question shall have opportunity to be heard at the meeting, with representation by counsel, before a vote is taken.
- d. Upon termination, all rights of the Member Board as provided in these Bylaws shall cease.

### Section 5. Reinstatement of Membership

Reinstatement may be granted by an affirmative vote of a majority of the Board of Directors upon appropriate reapplication and compliance with all conditions set forth by the Board of Directors.

### Section 6. Dues

The annual member and associate member dues shall be established by the Board of Directors and shall be paid on or before January 2.

### Section 7. Associate Member

Associate members shall consist of the following:

1. Former employees or board members of a Member Board, and
2. Any school of funeral service education accredited by the American Board of Funeral Service Education.

Associate members may be appointed to serve on committees of The Conference.

## ARTICLE V. DELEGATE ASSEMBLY

### Section 1. Delegates

The Delegate shall be seated by the Secretary of The Conference at any time upon receipt of the appropriate credential from the Member Board, and shall serve until replaced by action of the Member Board.

### Section 2. Alternate Delegates

In the absence of the Delegate, an Alternate Delegate shall be seated by the Secretary of The Conference as the Delegate.

### Section 3. Authority

The Delegate Assembly shall provide direction for The Conference through adoption of The Conference's Mission and Goals and may take such action, not in conflict with these Bylaws, as it deems necessary, expedient or desirable to fulfill and implement The Conference's stated purposes.

## ARTICLE VI. MEETINGS

### Section 1. Annual Meeting

The Annual Meeting of the Delegate Assembly shall be held each year at a time and place to be determined by the Board of Directors.

### Section 2. Special Meeting

Special meetings of the Delegate Assembly shall be held at the call of the President, or upon call of a majority of the members of the Board of Directors, or upon the written request of at least one-third of the active membership.

### Section 3. Notice and Agenda

Notice of and a proposed agenda for all Association meetings identified in Article VI of these Bylaws shall be provided to all Delegates, Alternates, and Member Boards 30 days prior to the meeting date. The proposed agenda for the Annual Meeting shall be presented at the commencement of the Annual Meeting, and may be revised by an affirmative vote of a majority of delegates present and voting.

Any agenda item supported by at least (five) 5 Member Boards shall be included in the agenda for the annual meeting. Agenda items from the Member Boards shall be submitted to The Conference no later than 45 days before the annual meeting.

### Section 4. Quorum and Voting

- a. A quorum at any annual or special meeting of the Delegate Assembly shall consist of delegates representing no less than one-third of the Member Boards. All items of business shall be conducted under rules of parliamentary procedure.
- b. Unless otherwise provided in these Bylaws, all motions must receive the affirmative vote of a majority of the quorum.
- c. In the absence of representation of a majority of the member boards at any meeting, those member board delegates in attendance shall have the authority to adopt a motion to fix the time to which to adjourn, which shall require a majority vote of those present and voting.

### Section 5. Participation

A Member Board is entitled to be represented by a single vote on each issue put to a vote before the Delegate Assembly. Member Boards shall vest the right to vote in their Delegates and Alternate Delegates. Voting by proxy is prohibited. Delegates, Alternate Delegates, all members and employees of Member Boards, and all members of committees of The Conference shall have the privilege of the floor at all Delegate Assembly meetings. Only Delegates are eligible to make and second motions.

### Section 6. Records

The Conference shall keep accurate and complete minutes of all business meetings of the Delegate Assembly, and shall make these minutes available to any Member Board for any proper purposes at any reasonable time.

## ARTICLE VII. BOARD OF DIRECTORS AND OFFICERS

### Section 1. Control and Management

The control and management of The Conference shall be vested in the Board of Directors.

### Section 2. Composition

The Board of Directors shall consist of nine individuals representing the nine districts set out below.

*District 1:* Connecticut, Maine, Massachusetts, New Hampshire, New York, Quebec, Rhode Island, and Vermont.

*District 2:* Delaware, District of Columbia, Maryland, New Jersey, Pennsylvania, Virginia, and West Virginia.

*District 3:* Alabama, Florida, Georgia, Mississippi, North Carolina, Puerto Rico, and South Carolina.

*District 4:* Indiana, Michigan, Ohio and Ontario.

*District 5:* Arkansas, Illinois, Kentucky, Missouri, and Tennessee.

*District 6:* Iowa, Kansas, Manitoba, Minnesota, Nebraska, North Dakota, South Dakota, and Wisconsin.

*District 7:* Louisiana, New Mexico, Oklahoma, and Texas.

*District 8:* Alaska, Alberta, British Columbia, Idaho, Montana, Oregon, Saskatchewan, Washington, and Wyoming.

*District 9:* Arizona, California, Colorado, Hawái, Nevada, and Utah.

The Immediate Past President of The Conference may serve on the Board of Directors for one additional year, in the capacity of Immediate Past President.

### Section 3. Board of Directors Eligibility

At the time of nomination, election, and throughout the entire term of the elected period, Board of Director members must be a member of a Member Board or Member Board Staff.

No person shall be eligible for election to the Board of Directors who, at the time of nomination and election, has already served more than six (6) years on such Board during the preceding ten (10) year period.

### Section 4. Qualifications for Continued Service

A vacancy shall immediately occur in the event a Board of Director member fails to meet the qualifications for service set forth in Article VII Section 3. Vacancies on the Board of Directors shall be filled in accordance with Article VII Section 11.

### Section 5. Elections

The members of the Board of Directors shall be elected to serve a three (3) year term or until their successors have been elected and qualified in a revolving, staggered sequence as follows:

1. One member each shall be elected from Districts 1, 6, and 8.
2. One member each shall be elected from Districts 2, 4, and 7.
3. One member each shall be elected from Districts 3, 5, and 9.

In order to be elected to the Board of Directors, a nominee shall obtain a simple majority of the votes cast by the Delegates comprising the district which the Board member(s) shall represent. Balloting in such an election shall be on a one (1) Member Board, one (1) vote basis, with only those Member Boards registered and present for such an election having a vote. In the event of a tie vote, the election shall be by vote of the active membership in convention. However, nominations and seconds for the Board office may only be made by delegates from the district whose Board member is elected.

### Section 6. Authority

The Board of Directors shall manage the affairs of The Conference, including the financial affairs of The Conference and the transaction of all business for and on behalf of The Conference as authorized under these Bylaws. The Board of Directors shall carry out the resolutions, actions, or policies as authorized by the Delegates, subject to the provisions of the Articles of Incorporation and Bylaws.

The Board of Directors shall prepare and adopt a budget for the fiscal year and distribute a copy of the adopted budget to the Delegates and Member Boards no later than 30 days after adoption of the budget. The budget format shall be such that it includes a chart of accounts that sets out all significant items of income and expense in order that conformity with or deviation from the budget may be readily reviewed. The Board of Directors shall set fees for the supplies and services offered by The Conference including, but not limited to, fees for membership, examinations and study materials.

The Board of Directors shall hire an Executive Director to serve as the ad-

ministrative officer of The Conference, who shall be accountable to the Board of Directors.

#### Section 7. Election of Officers

The officers of The Conference shall consist of the President, Immediate Past President, Vice President and Secretary/Treasurer. The officers shall be elected by a majority vote of the Board of Directors from its membership at a meeting held immediately after the annual election of the Board of Directors. In the event the President is absent or unable to perform his or her duties, the Vice President shall act in the President's place. In the event of a vacancy in the office of President, the Vice President shall automatically become President. Vacancies in the offices of Vice President or Secretary/Treasurer may be filled by the Board of Directors at a special meeting called for the purpose of filling the vacancy. No person shall occupy more than one officer position at a time.

#### Section 8. Duties of Officers (Executive Committee)

The duties of the officers of The Conference shall be those that usually pertain to such offices and as delegated by the Board of Directors. The officers and the Immediate Past President shall be known as the Executive Committee.

The Executive Committee shall meet at times determined by the President and shall have the authority to conduct the business of the Board of Directors between meetings and as authorized by the Board of Directors. All actions of the Executive Committee shall be subject to review by the Board of Directors. A two-thirds vote of the Board of Directors may rescind an action taken by the Executive Committee.

#### Section 9. Terms

No Director may serve more than two full consecutive terms except as otherwise provided in these Bylaws.

The term of office of the officers shall be one (1) year, or until their successors have been elected and qualified.

#### Section 10. Reimbursement and Compensation

Directors shall be reimbursed for reasonable expenses incurred while carrying out their responsibilities, in accordance with Board of Directors policy for expenses. Directors shall not receive compensation for services rendered.

#### Section 11. Vacancies

If a vacancy is created in the Board of Directors and is not filled by election, pursuant to Section 5, the Board of Directors may elect an individual to fill the vacancy until the next Annual Meeting, at which time the vacancy shall be filled by election.

#### Section 12. Removal

A Director may be removed from office prior to the end of that member's term when, in the judgment of the Board of Directors or Delegate Assembly, the best interest of The Conference would be served. Removal shall require an affirmative vote of two-thirds of the Directors, or two-thirds of the total number of eligible voting Delegates, and shall be determined as if all Directors or eligible voting Delegates were present, subject to meeting qualifications set out in Article VII, Section 2 of these Bylaws.

Any officer may be removed from office prior to the end of that Officer's term with a majority vote of the Board of Directors, in the judgment of the Board of Directors or Delegate Assembly, the best interest of The Conference would be served.

Any director or officer may resign at any time by giving written notice to the Board of Directors. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### ARTICLE VIII. BOARD OF DIRECTORS MEETINGS

#### Section 1. Regular Meetings

The Board of Directors shall hold meetings from time to time as deemed necessary to carry out its responsibilities to the Member Boards. At a minimum, the Board of Directors shall meet at least once each year.

#### Section 2. Special Meetings

Special meetings of the Board of Directors may be convened by the President, and shall be convened by the President within 30 days of the President having received a written request for such meeting from any three Directors. Special meetings may be held electronically.

#### Section 3. Notice and Agenda

Notice of any regular meeting of the Board of Directors shall be given to Directors at least 10 days prior to the meeting. Notice of special meetings shall be given as soon as practicable. Notice may be given in a form to ensure receipt by such Director. Any Director may waive notice of such meeting formally or through attendance of any meeting, except when the member attends a meeting for the direct purpose of objecting to the transaction of business. Except in the case of a special meeting, a tentative agenda shall be forwarded to all member boards at least 30 days prior to a meeting.

#### Section 4. Quorum

In order to conduct business at any meeting of the Board of Directors, at least a majority of the Board of Directors must be in attendance. In the absence of a majority, those Directors present shall have the authority to adjourn the meeting by majority vote.

#### Section 5. Voting

Directors shall be the only individuals entitled to propose, debate, vote, and otherwise participate in the decisions and motions at Board of Directors meetings. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless an act of greater number is required by law or by these Bylaws. The Immediate Past President shall not have a vote unless such Immediate Past President is also currently one of the nine elected members of the Board of Directors.

#### Section 6. Executive Session

The Board of Directors may meet in executive session only for discussion and resolution of personnel matters, legal matters, matters related to a Member Board's membership in The Conference, and matters related directly to the security of The Conference's examination programs.

#### Section 7. Records

The Board of Directors shall keep accurate and complete minutes of all meetings, and shall make these minutes available to any Member Board for any proper purpose at any reasonable time.

### ARTICLE IX. COMMITTEES

#### Section 1. Finance Committee

The President shall, after receiving input and approval from the Board of Directors, appoint at least three individuals to the Finance Committee for such term as defined by the Board of Directors. The Finance Committee shall advise the Board of Directors on issues related to the use of The Conference's assets to assure prudence and integrity of fiscal management and responsiveness to The Conference's needs. The Finance Committee shall report to the Board of Directors in the form and manner required by the Board of Directors and as frequently as requested by the Board of Directors. The Finance Committee shall also consider such matters as are referred to it by the Board of Directors.

#### Section 2. Professional Policy Committee

The President shall, after receiving input and approval from the Board of

Directors, appoint at least three individuals to the Professional Policy Committee for such term as defined by the Board of Directors. The Professional Policy Committee shall advise the Board of Directors on issues related to the governance and oversight of the examination programs and other matters as are referred to it by the Board of Directors.

### Section 3. Examination Committee

The President shall, after receiving input and approval from the Board of Directors, appoint members to the Examination Committee, for such term as defined by the Board of Directors. The composition of the Examination Committee shall reflect the levels and nature of funeral service practice as identified in The Conference's current job analysis. The Examination Committee shall be responsible for reviewing and approving questions for The Conference's examination programs, and other related tasks as assigned by the Board of Directors.

### Section 4. Ad-hoc Committees

Ad-hoc committees may be established and appointed by the President as needed, after receiving input and approval from the Board of Directors. The composition and tenure of members shall be determined by the Board of Directors.

### Section 5. Committee Meeting Notice and Agenda

Committee meetings may be called by the Committee Chairperson or by the President. Expenses for attending committee meetings may be paid only by prior authorization of the Executive Committee. A quorum at any committee meeting shall consist of at least one-half of the members of the committee. All items of business may be approved by a majority vote.

The agenda for any committee meeting may be determined by the Committee Chairperson or the President or by at least one-third of the committee membership. Copies of the agenda shall be made available to the committee at least ten (10) days before each scheduled committee meeting.

## ARTICLE X. FINANCES

### Section 1. Fiscal Year

The fiscal year of The Conference shall be January 1 to December 31.

### Section 2. Books and Reports

The Conference shall keep accurate and complete books and records of accounting, available for inspection by any Member Board at the principal office of The Conference for any proper purposes at any reasonable time. The Secretary/Treasurer shall supervise and account for expenditures of funds by The Conference and shall report on the financial condition of The Conference at the Annual Meeting.

### Section 3. Audit & Financial Review

The Board of Directors shall, for each fiscal year, appoint a licensed independent public accountant or licensed independent public accountants to express an opinion of the financial statements of The Conference. The Board of Directors may direct that an audit of the financial records of The Conference at any time it deems necessary or appropriate.

### Section 4. Contracts

The Board of Directors may authorize any officer or officers, or Executive Director to enter into any contract or execute and deliver any instrument in the name of or on behalf of The Conference. The Conference shall not enter a contract for a period that exceeds five (5) years. All consultant and outside professional services that are to be provided to The Conference shall be on a contractual basis only.

### Section 5. Checks, Drafts, or Orders

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness in the name of The Conference shall be signed by such officer or officers, agent or agents of The Conference and in such manner as shall from time to time be authorized by the Board of Directors.

### Section 6. Deposits and Investments

All funds of The Conference shall be deposited or invested by the Board of

Directors in conformity with written policy for such deposit and investment as shall from time to time be determined by the Board of Directors. The Board of Directors shall review both its policy and the investments and deposits of The Conference at least annually. The Conference may also invest in real property to be used as office space for The Conference upon approval of the Member Boards.

### Section 7. Limitations of Expenditures

The Conference is limited to expending its funds for only those purposes that are recited in Article II of the Bylaws of The Conference.

### Section 8. Insurance

At the discretion of the Board of Directors, The Conference shall carry appropriate insurance.

### Section 9. Budget

The Board of Directors shall prepare and adopt a budget for the fiscal year and distribute a copy of the adopted budget to the Delegates and Member Boards no later than 30 days after adoption of the budget. The budget format shall be such that it includes a chart of accounts that sets out all significant items of income and expense in order that conformity with or deviation from the budget may be readily reviewed.

## ARTICLE XI. INDEMNIFICATION AND QUALIFICATION

### Section 1. Indemnification

Subject to the limitations of this Article, The Conference shall indemnify any person who was or is a party of or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of The Conference) by reason of the fact that such person is or was a committee member, including the Board of Directors, or Officer of The Conference, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding only if such person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interest of The Conference and, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful. The termination of any action, suit or proceeding by judgment or settlement, condition or upon a plea of *Nolo Contendere* or its equivalent shall not, in and of itself, create a presumption that such person did not act in good faith and in a manner reasonably believed to be in or not opposed to the best interests of The Conference and, with respect to any criminal action or proceeding, had reasonable cause to believe that such conduct was unlawful.

### Section 2. Qualification

Any indemnification under this Article shall be made by The Conference only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because such person has met the applicable standard of conduct set forth in this Article. Such determination shall be made by the Board of Directors consisting of members who are not parties to such action, suit or proceeding or, if such quorum is not attainable, a quorum of disinterested members.

## ARTICLE XII. PARLIAMENTARY AUTHORITY

### Section 1. Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order* shall govern The Conference in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, with the policies of The Conference, or with any statutes applicable to The Conference that do not authorize the provisions of these Bylaws to take precedence.

## ARTICLE XIII. AMENDMENTS

### Section 1. Amendment Proposals

These Bylaws may be amended at any Annual Meeting. Any Member Board, any committee established in these Bylaws, or the Board of Directors may propose Bylaws amendments. Proposed amendments to the Bylaws shall be in writing and received at The Conference office not less than 60 days prior

to the Annual Meeting. The Executive Director shall forward proposed amendments to Delegates, Alternates, and all Member Boards not less than 30 days prior to the date of the Annual Meeting.

Section 2. Adoption

Proposed amendments received in accordance with this Article shall be presented at the Annual Meeting and must receive an affirmative vote of two-thirds of the delegates present at the Annual Meeting, provided a quorum is present.

*The foregoing are the Bylaws of The Conference, as amended in (Myrtle Beach, South Carolina, March 3, 2011).*