

**(proposed) BAY AREA FUNERAL CONSUMERS ASSOCIATION
BYLAWS**

(strikethrough means to delete, **bold red** means to add)

ARTICLE I – NAMES

The name of this corporation is BAY AREA FUNERAL CONSUMERS ASSOCIATION.

ARTICLE II – PURPOSE

Section 2.1 The purposes of this Association are to:

- A. To provide education and guidance to the general public so they can achieve simple, dignified, and affordable funeral arrangements.
- B. To promote and protect the opportunity for every person to choose the type of funeral or memorial service they desire.
- C. **Support** affordable **prices** for cremation, burial and other funeral services.
- D. Educate and guide our members and the public regarding the costs, care, disposition and/or utilization of human remains.
- E. ~~Survey and publish information on the costs and services provided by local funeral, mortuary, cremation, and cemetery businesses.~~
- F. ~~Maintain a database of donor members where they may record their wishes concerning funeral arrangements and body disposition.~~
- G. Serve as a consumer advocate and informed resource for consumers negotiating with mortuaries and other funeral businesses, and anyone wanting information about funeral regulations and pending funeral legislation.

Section 2.2 Limits of Activity and Responsibility. The Organization shall not accept or hold, as trustees or otherwise, any payment for funeral arrangements.

The Organization shall not accept responsibility or the delegation of any right to control the funeral arrangements of its donor-members or the disposition of the remains of a deceased donor-member. Notwithstanding any other provisions of these bylaws, the Organization shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501c3 of the Internal Revenue Code as it now exists or may be amended.

ARTICLE III – MEMBERSHIP

Section 3.1 Any person 18 years of age or older, regardless of race, color, national origin, gender, creed, religion, disability, political beliefs, sexual d or gender identity, and marital or family status, who is in sympathy with the purposes of the organization, shall be eligible for membership.

Section 3.2 The Board of Directors shall determine membership terms and structure.

Section 3.3 Minor children and adult incompetent children can be included as non-voting members of the Association at the request of the person joining.

Section 3.4 A minor who became a member through a parent or guardian must apply on his or her own behalf to retain membership upon reaching 18 years of age.

Section 3.5 **Members of Bay Area Funeral Consumers Association automatically became members of national Funeral Consumers Alliance, Inc., a 501c3 public benefit organization based in South Burlington, VT, and Funeral Consumers Alliance of California.**

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Section 3.6 Members of all branches, chapters, auxiliaries, satellites, and affiliates of the national **and state** organization are eligible to transfer to BA-FCA with full privileges and responsibilities upon payment of a transfer fee.

ARTICLE IV – DIRECTORS

Section 4.1 All Directors must be regular members of BA-FCA.

Section 4.2 The management and administration of this corporation, except as otherwise provided herein, shall be vested in the Board consisting of **up to** seven (7) Directors. Directors shall be elected by members at the annual meeting. Those with a direct interest in a commercial enterprise selling funeral merchandise or services are eligible to serve in an advisory position but not as a voting member of the board of directors.

Section 4.3 Directors shall serve three (3) year terms, three (3) elected each year, until their successors are elected and qualified. ~~No Director may serve more than two (2) full consecutive terms.~~

~~**Section 4.4** The position of a Director with two (2) unexcused absences from Board meetings shall be considered vacant.~~

Section 4.5 Any Director may be removed from such position ~~be~~ **by** a unanimous vote of all other Directors at a regularly scheduled meeting.

Section 4.6 Whenever a vacancy exists, the remaining Directors may appoint a successor to serve until the next annual meeting, at which time s/he is eligible to run for the remainder of the unexpired term or another Directorship which is open.

Section 4.7 In case there are no nominations for a position the out-going Board member may be nominated for an additional term of three years provided it is with the unanimous agreement of the Board and an affirmative vote by the members at the next membership meeting.

Section 4.8 Directors shall serve without pay. Directors shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. No loans shall be made by BA-FCA to its Directors. No board member shall be a paid employee of the Association.

Section 4.9 The board may appoint an advisory committee from time to time, as need arises. Advisors need not be members of BA-FCA, have no board attendance responsibilities or voting privileges, and do not have set terms.

ARTICLE V -- OFFICERS

Section 5.1 Within a month following the annual meeting, the newly-elected Board shall meet and elect the following from its number: a president, a vice-president, a secretary, and a treasurer. The officers shall constitute the Executive Committee.

Section 5.2 Officers shall serve for a minimum period of one (1) year or until their successors are elected or appointed and take office.

Section 5.3 The president, vice president, and secretary shall have the duties usually associated with their offices and other duties as assigned consistent with these bylaws. The treasurer shall have oversight responsibility for the financial activities of BA-FCA and follow accepted standards of practice.

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Section 5.4 The president may appoint, with the approval of the Board, a legal **and/or financial** advisor who shall serve at the pleasure of the Board.

Section 5.5 The Board may appoint an Executive Director to be Executive Officer of the Association. The Executive Director shall serve at the pleasure of a majority of the Board and shall be responsible to and collaborate directly with the Board. The Executive Director shall be responsible for the day-to-day operations of BA-FCA, including but not limited to personnel, fiscal matters, future planning, communication, and documentation. The Executive Director may not serve on the Board.

ARTICLE VI - ELECTIONS

Section 6.1 A Nominating Committee ~~chaired by a Board member~~ **consisting of a board member (who serves as chair) and two other BA-FCA members** shall recruit and suggest a slate of nominees for the Board 60 days before the annual meeting. ~~The committee will consist of the board member and two other BA-FCA members.~~ **Members shall be notified of the coming election and nominees at least 10 days before the scheduled meeting.**

Section 6.2 The election of Directors shall be held at the Annual Meeting, or a special meeting called specifically for that purpose. In either case, the notice shall include the proposed slate of nominees and their terms of office. **The election meeting may be held either in person or electronically.**

Section 6.3. Nominations to the Board may be made from the floor, with agreement of the nominee.

ARTICLE VII - VOTING

Section 7.1 Each adult member shall have one (1) vote provided that the BA-FCA office has his/her current contact information.

Section 7.2 The privilege of voting by proxy shall not be extended to any member.

Section 7.3 If there are more names placed in nomination than there are vacancies to be filled, paper or electronic ballots shall be required.

Section 7.4 Dependent children shall not have a vote.

ARTICLE VIII - MEMBER MEETINGS

Section 8.1 The Annual Meeting of BA-FCA **if possible** shall be held in the spring of each year, within the service area of the Association. The **method of meeting**, time, and place shall be designated by the Board. Members shall be notified not less than ten (10) days prior to the meeting.

Section 8.2 The President shall call a Special Meeting of the members upon the written request of twenty (20) members, or upon the request of the majority of the Board provided that the petitioning members pay for all costs related to the meeting.

Section 8.3 Such a special meeting shall be called by the Secretary of the Board who shall furnish notice by publication at least ten (10) days prior to the meeting. Publication shall mean by electronic mail, U.S. Postal Service mail and on the BA-FCA website

Section 8.4. Meetings may be held in person, by phone conference, computer, or other electronic means.

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ARTICLE IX - QUORUM

Section 9.1 At any meeting of the membership of the Association, a quorum shall consist of twenty (20) members.

Section 9.2 At all meetings of the Board, a majority of the existing Board shall constitute a quorum.

ARTICLE X - AMENDMENTS

Section 10.1 **The Board of Directors may amend these bylaws by unanimous vote after members have been notified of proposed changes, with explanation, at least 10 days prior to the meeting.**

Section 10.2. **Further,** these Bylaws may be amended by a majority vote of the members attending the annual meeting or properly called special meeting of the membership, provided members have been notified of proposed changes, with an explanation, at least 10 days prior to the meeting.

Section 10.3 It shall require a two-thirds vote of attending members to consider any bylaw changes not proposed prior to the meeting.

ARTICLE XI - RECIPROCITY, TRANSFERS AND VOLUNTARY RESIGNATION

Section 11.1 BA-FCA is an affiliate of Funeral Consumers Alliance, Inc. (FCA) that endorses reciprocity and transfers among affiliates. The contract(s) between BA-FCA and any funeral or burial related business, should such written or oral contracts exist, shall acknowledge such endorsement.

Section 11.2 Under the reciprocal agreement, members from other FCA affiliates, who may need service while traveling in the BA-FCA area, shall receive the same service, advice, and assistance that is available to BA-FCA members.

Section 11.3 Upon request, a member transferring into the area from another FCA affiliate shall be welcomed as a BA-FCA member in good standing, upon receipt of the appropriate transfer fee.

Section 11.4 A member may voluntarily withdraw or resign from membership at any time by notifying the business office of BA-FCA, either verbally or in writing, or by ceasing to have the qualifications to be a member. The membership donation cannot be refunded.

ARTICLE XII - FINANCES

Section 12.1 At the end of each calendar (fiscal) year the Board shall **prepare an Annual Fiscal Report** containing the following information: assets and liabilities, a summary of the revenues and expenses incurred during that calendar (fiscal) year that notes principal changes in such finances, and a balance sheet for the year. ~~This will be available at the office for inspection by members for 30 days prior to and at the annual meeting.~~ The Board will also develop a budget for the next 12 months and post it **and the Annual Fiscal Report** in the Spring Newsletter and explain them at the annual meeting.

Section 12.2 Twenty (20) members may request an **informal financial** inspection by petition. The request shall be delivered to the Secretary of the Board one month before the close of the calendar year.

ARTICLE XIII - FISCAL YEAR

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Section 13.1 The fiscal year of this corporation shall be the calendar year.

ARTICLE XIV - DISSOLUTION

Section 14.1 In the event of dissolution of this corporation, distribution of **membership lists, past records, and** assets remaining after payment of all liabilities shall be determined by direction of the members at a meeting called for that purpose. Recipients of said distribution shall be limited to nonprofit, tax-exempt 501c3 organizations, preferably to another organization having similar purposes that could continue serving BA-FCA's membership, or to the national Funeral Consumers Alliance, Inc. (FCA), a 501c3 organization. ~~The membership rosters and any assets shall be conveyed to national FCA, or another funeral consumer organization having tax exempt status under the Internal Revenue code, serving that membership area.~~ No part of such distribution shall inure to the benefit of any member of BA-FCA.

ARTICLE XV - PARLIAMENTARY AUTHORITY

The latest edition of Robert's Rules of Order shall govern the business of BA-FCA in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, Articles of Incorporation, and any special rules BA-FCA has adopted.

Original By-laws adopted on:

January 13, 2014

Revised and adopted on:

April 22, 2018

Revised and adopted on:

September 2020