

**Constitution and Bylaws
of the
Funeral Consumers Alliance of Maryland and Environs, Inc.**

Approved at the FCAME Annual Meeting on October 30, 2010

Article I. Name

Section 1. The name of this organization is the Funeral Consumers Alliance of Maryland and Environs, Inc., herein referred to as FCAME. These bylaws supersede any existing bylaws or comparable agreements.

Article II. Purpose

Section 1. The purposes of this Alliance are:

- a. To promote and protect the opportunity for every person to choose the type of funeral or memorial service which that person desires;
- b. To reduce unjustifiable costs of burial, cremation, and other body disposition services;
- c. To provide guidance to the general public in achieving the foregoing and other activities pertaining to the care, disposition, or utilization of human remains.

Section 2. The Alliance assumes no legal or financial responsibility for the final disposition of any human remains.

Article III. Status

Section 1. The FCAME is a 501 (c)(3) nonprofit consumer information and education organization operating exclusively for the purposes specified in Article II above.

Article IV. Membership

Section 1. Any person, without regard to race, creed, sex, sexual orientation, religion, or national origin, who is in sympathy with the purposes of the organization, shall be eligible for membership.

Section 2. A person with a direct interest in a commercial enterprise selling funeral merchandise, services, or insurance may be accepted as an associate member. Associate members are not eligible to serve as trustees. They may not serve in a position of influence within the organization and may not cast a vote in organization matters.

Section 3. Contributions may be requested to ensure the ability of the FCAME to meet costs.

Article V. Trustees

Section 1. The Board of Trustees has full power and authority over the policy, affairs and administration of the FCAME.

Section 2. The Board of Trustees shall consist of between four (4) and nine (9) trustees reflecting, so far as feasible, the geographic location of its members. Only members of the FCAME shall be eligible to serve as trustees. They shall be elected by the members at an annual meeting.

Section 3. Trustees shall be elected to serve for a three year term, but they may be reelected to serve additional terms.

Section 4. Board members shall serve without pay. No Board members shall be a paid employee of the FCAME.

Section 5. The Board may appoint committees and paid or unpaid consultants from time to time as needs arise.

Section 6. The Board shall meet at least quarterly. Special meetings of the Board may be called by the President, by more than half of the Board members, or by 15 members of the FCAME.

Section 7. Absence and Resignation

- a. Any Board member absent from three (3) consecutive Board meetings without adequate reason or explanation may be deemed to have resigned as a trustee.
- b. Any trustee or officer may resign at any time by giving written notice to the Board or President. Unless otherwise specified in such a notice, the resignation shall become effective upon delivery to the Board or President.
- c. Replacement trustees may be appointed pro tempore by the existing Board but must be confirmed by the members at the next annual meeting.

Section 8. Any Trustee may be removed from the Board by a vote of two thirds of all other Trustees.

Article VI. Officers

Section 1. Responsibilities and Duties

- a. Within one month following the annual meeting, the Board of Trustees shall meet and elect from its membership: a President, a Vice-President, a Secretary, and a Treasurer. The officers shall have such powers and duties as generally pertain to their respective offices as well as such powers and duties as from time to time may be determined by the Board.
- b. The Executive Committee consists of these four officers who may meet between Board meetings to act upon emergency and/or delegated matters and to conduct business not requiring action by the full Board.
- c. Actions by the Board may be taken by telephone or electronically between meetings with such actions being included in the minutes of the next Board meeting.
- d. Officers shall serve for a period of one year and may be reelected to the same office. Officers resigned or removed earlier by action of the Board shall be replaced by the Board.

Section 2. Any officer may be removed from such position by a vote of two thirds of all other Trustees.

Article VII. Nominations and Elections

Section 1. Nominations to the Board of Trustees may be made by the present Board or a committee appointed by the President. Nominees shall be announced in the call for the annual meeting. Nominations may be made from the floor at the annual meeting providing nominees have been asked and agreed to serve.

Section 2. Election of Trustees shall be held at the Annual Meeting.

Section 3. Each member of the FCAME shall have one vote.

Section 4. The privilege of voting by proxy shall not be extended to any member.

Article VIII. Meetings

Section 1. The Annual Meeting of the FCAME shall be held at a time and place within the service area of the FCAME to be designated by the Board of Trustees. Members shall be notified not less than 14 days prior to the meeting.

Section 2. The President shall call a Special Meeting of the membership upon written request or petition of 15 members or upon a written request or vote by a majority of the Board of Trustees.

Section 3. For a Special Meeting the Secretary shall notify each member of the FCAME at least 14 days prior to the meeting. The notice provided by the group requesting the meeting shall include a statement of the purpose of the meeting.

Article IX. Quorum

Section 1. At any meeting of the membership, a quorum shall consist of 10% of the total enrolled membership or 12 members, whichever is the lesser.

Section 2. At all meetings of the Board of Trustees, a majority of currently serving Trustees shall constitute a quorum, providing the quorum is composed of three or more Trustees.

Article X. Fiscal Year

Section 1. The fiscal year of the FCAME shall be January 1 through December 31.

Article XI. Financial Review

Section 1. One month before the close of the FCAME fiscal year the President shall appoint two members other than the Treasurer to review FCAME' s financial records unless an audit by a Certified Public Accountant or a Chartered Accountant is requested by a majority of the Board of Trustees or by a petition signed by five (5) of more members of the FCAME and delivered to the Secretary at least one month before the close of FCAME' s fiscal year. In instances where an audit by a Certified Public Accountant or a Chartered Accountant is requested, the cost of the audit shall be borne by the requesting party or parties.

Article XII. Amendments

Section 1. These Bylaws may be amended by a majority vote of the members at an annual meeting or properly called special meeting of the membership, provided members have been notified of proposed changes, with an explanation, at least 14 days prior to the meeting.

Section 2. It shall require a two-thirds vote of attending members to consider any Bylaws changes not announced prior to a membership meeting.

Section 3. A change of name shall be approved by the Board and confirmed by a two-thirds vote of members at the Annual Meeting, or, if necessary, at a special meeting called for that purpose.

Article XIII. Reciprocity and Transfers

Section 1. Agreement of reciprocity and transfers made among affiliates of the parent organization, Funeral Consumers Alliance, Inc. of which FCAME is a member, is fully endorsed.

Section 2. Under this agreement of reciprocity and transfers, the FCAME shall provide the same service, advice, and assistance as they arrange for their own

members, to members of other chapters of the Funeral Consumers Alliance, Inc. This policy shall extend to members while traveling or who relocate to the geographic area served by the FCAME, Such reciprocity will be included in all contracts or agreements, written or oral, between the FCAME and any cooperating morticians or vendor of death services.

Section 3. A member moving into the geographic area served by the FCAME shall, upon request, be welcomed as a member in good standing, without payment of a transfer fee.

Article XIV. Dissolution

Section 1. In the event of dissolution of the FCAME, distribution of assets remaining after payment of all liabilities shall be remitted to the Funeral Consumers Alliance, Inc., a 501 (c) (3) corporation or to a viable local chapter which could continue serving the FCAME membership. No part of such distribution shall inure to the benefit of any member of the FCAME.

Section 2. A list of members shall be given to the Funeral Consumers Alliance, Inc if no local chapter is willing or able to serve those members.

Article XV. Parliamentary Procedure

Section 1. Parliamentary procedure as set forth in “Robert’ s Rules of Order” is hereby adopted as the Rules of Order of the FCAME.