

New Mexico Funeral Service Association, Inc.

Bylaws

Article 1 – Name

Section 1. The name of this Association shall be the New Mexico Funeral Service Association, Inc. (hereinafter, “this Association”)

Article II – Offices

Section 1. The registered office of this Association shall be set forth in the Articles of Incorporation.

Section 2. The principle office of this Association shall be as directed by the Board of Directors.

Article III – Membership

Section 1. This Association shall comply with the Constitution, Bylaws, Rules and regulations of the National Funeral Directors Association. (hereinafter, “NFDA”).

Section 2. Membership in this Association shall consist of three classes:

A. Firm Membership

1. Any Funeral Establishment or commercial Embalming Establishment licensed by, and in good standing with, The Funeral Service Board, shall be eligible to make application to this Association as a Firm Member.
2. A Firm Membership in this Association shall include the main location of a Funeral Establishment or Commercial Embalming Establishment and all branch locations, if any.

B. Voting Membership

1. Any licensed by, and in good standing with the New Mexico Board of Funeral Service shall be eligible for membership to this Association as a Voting Member.
2. Each Voting Member in good standing with this Association shall be entitled to one vote in the affairs of this Association.
3. Any Voting Member in good standing with this Association who no longer complies with the eligibility requirements of this Section shall automatically become an Associate Member in good standing with this Association.

C. Associate Membership

1. Any Person, company, partner, agency, institution, or corporation other than New Mexico Funeral Establishments, having a bona fide interest in

the field of funeral service or its allied industries shall be eligible to make application to this Association as an Associate Member.

2. No Associate Member shall have a vote in affairs of this Association.
3. The Board of Directors of this Association may grant membership only to those who satisfy the eligibility requirement in Section 2; paragraphs A, B and C and their sub-paragraphs of this Article, provided application is made in writing, signed and accompanied by the appropriate dues for the current year.

Section 3. Termination of Membership

A. Voluntary Membership

Any member may, by giving written notice, voluntarily withdraw their membership in this Association.

B. Involuntary Termination

1. If, in a written and signed communication to the Board of Directors of this Association, any member of this Association shall be charged with conduct deemed detrimental to the objects or interests of this Association, or in violation of its Articles of Incorporation, these By-Laws, or any Code of Ethics adopted by the Association, the Board of Directors shall consider the matter.
 - A. If the Board of Directors decides to pursue the matter, a copy of the charges shall be mailed to the accused member, who shall be given adequate time to reply.
 - B. After the accused member has replied to the charges, the Board of Directors may dismiss the charges or schedule a hearing.
 - C. If the Board of Directors schedules a hearing, such notice shall be given to the accused member by certified mail at his or her last known address at least thirty days prior to such hearing.
 - D. If a majority of the members of the Board of Directors present after a fair and impartial hearing, shall be satisfied of the truth of the charges, the Board of Directors may request the offending member to resign, or may suspend or expel him or her. Should the offending member decline to honor the decision of the Board of Directors, his or her membership in this Association shall be terminated by the Board of Directors.

- C. Membership in this Association shall terminate, without further action, if a member no longer meets eligibility requirements of Section 2, Paragraphs A, B and C and their sub-paragraphs, of this article, or after sixty days' notice by this Association, or refuses to pay dues, or assessments owed.

Section 4. All rights, privileges and interests in or to this Association shall cease on termination of membership in this Association.

Section 5. Any member of this Association whose membership is terminated, voluntarily or involuntarily, shall not be entitled to a refund of any dues or assessments paid.

Section 6. Transfer of Membership

1. Voting, or Associate Membership in this Association shall not be transferable from one person to another.
2. A Firm member in good standing with this Association may transfer its membership in this Association to its successor, provided that written notice be given to the Board of Directors by the successor, provided that written notice be given to the Board of Directors by the successor within thirty days following the succession.

ARTICLE IV - OFFICERS

Section 1. The officers of this Association shall be a President, President-Elect, a Vice-President, Secretary, and a Treasurer.

Section 2. Each officer of this Association shall be a Voting Member in good standing with this Association during the entire term of his or her office.

Section 3. The officers of this Association shall be elected at each Annual Convention of this Association to serve for a term of two years, or until they're respective successors have been elected and installed.

Section 4. The officers of this Association shall assume their offices immediately following their installation.

Section 5. No officer of this Association shall serve more than two successive terms in the same office; and further provided, that more than six months in office shall be considered a full term.

Section 6. In the event that an officer of the Association no longer meets the eligibility requirements of Voting Membership in this Association, a vacancy shall be created in that office.

Section 7. The President Shall:

- A. Preside at all meetings of this Association and its Board of Directors, but shall have no vote except in the event of a tie;
- B. Appoint all committees of this Association, and shall be an ex-officio member of each;
- C. Have the power to call special meetings of this Association or its Board of Directors, at such times and places as he or she deems advisable;
- D. Perform such other duties as are necessarily incident to the office, and;

- E. Be reimbursed by this Association, at his or her request, for any expenses incurred in attending all regular and special meetings of this Association, the Annual Convention and Leadership Conference of NFDA, and any other meetings or activities deemed necessary for his or her attendance by the Board of Directors of this Association.

Section 8. The President-Elect shall;

- A. Assist the President, and officiate in his or her absence;
- B. Succeed to the office of the President in the event of a vacancy in that office, or at the Annual Convention of this Association following his or her election, whichever comes first; and
- C. Be reimbursed by this Association, at his or her request, for any expenses incurred when acting in the place of the President, as provided in Section 7, Paragraph E of this article.

Section 9. The Vice-President shall;

- A. Assist the President and President-Elect, and officiate in their absence;
- B. Succeed to the office of the President in the event of a vacancy in that office, when the office of the President-Elect is also vacant: and
- C. Be reimbursed by this Association, at his or her request, for any expenses incurred when acting in the place of the President, as provided in Section 7, Paragraph E of this article.

Section 10. The Secretary shall;

- A. Keep an accurate account of the minutes of all regular and special meetings of this Association and its Board of Directors.
- B. Perform all other duties ordinarily devolving on the Secretary of a corporation, or which may be directed by the Board of Directors.
- C. Officiate in the absence of the President, President-Elect, and Vice-President, but shall not automatically succeed to any office in the event of a vacancy.
- D. Receive such salary, reimbursement, or other compensations that may be determined by the Board of Directors and,
- E. Be reimbursed by this Association, at his or her request, for any expenses incurred when acting in place of the President, as provided in Section 7, Paragraph E of this article.
- F. Have the duties of this office, as outlined in this Section, modified by the Board of Directors, in the event an Executive Director is hired by this Association as provided in Article IX of these Bylaws.

Section 11. The Treasurer shall;

- A. Be custodial of all books of account, financial records, monies and properties of this Association.
- B. Give a surety bond to this Association, the Board of Directors shall determine the amount of which, and the cost of which shall be paid by this Association.

- C. Perform all other duties ordinarily devolving on the Treasurer of a corporation, or which may be directed by the Board of Directors.
- D. Officiate in the absence of the President, President-Elect, Vice-President, and Secretary but shall not automatically succeed to any office in the event of a vacancy.
- E. Receive such salary, reimbursement, or other compensations that may be determined by the Board of Directors and,
- F. Be reimbursed by this Association, at his or her request, for any expenses incurred when acting in place of the President, as provided in Section 7, Paragraph E of this article.
- G. Have the duties of this office, as outlined in this Section, modified by the Board of Directors, in the event an Executive Director is hired by this Association as provided in Article IX of these Bylaws.

Section 12. Except as otherwise provided in these Bylaws, a vacancy in any office shall be filled by a Voting Member in good standing with this Association by a majority vote of Voting Members present and voting at a regular or special meeting of this Association.

ARTICLE V – BOARD OF DIRECTORS

Section 1. A. The property and affairs of this Association shall be managed and controlled by a Board of Directors which shall consist of the President, President-Elect, Vice-President, Secretary, Treasurer, Immediate Past President of this Association, and a Director elected at-large.
 B. The officers of this Association shall serve in the same respective offices of its Board of Directors.

Section 2. The Immediate Past President shall;

- A. Officiate in the absence of the President, President-Elect, Vice-President, Secretary, and Treasurer, but shall not automatically succeed to any office.
- B. Be a voting member in good standing with this Association during his or her entire term.
- C. Vacate the office if he or she no longer meets the requirements for eligibility for Voting Membership in this Association during his or her term of office. A vacancy so created shall remain vacant.
- D. Be reimbursed, by this Association, at his or her request, for any expenses incurred when acting in the place of the President, as provided in Section 7, Paragraph E of Article IV of these Bylaws.

Section 3. The Director shall;

- A. Be elected annually at the Annual Convention of this Association and shall serve for a term of one year, or until his or her successor has been elected and installed.
- B. Be a Voting Member in good standing with this Association during his or her entire term of office.
- C. Serve no more than two successive terms in this office. More than six months in the office shall be considered a full term.
- D. Vacate the office if he or she no longer meets the eligibility requirement for Voting Membership in the Association during his or her term of office. A vacancy so created shall be filled by a Voting Member in good standing with this Association by a majority vote of the members of the Board of Directors present and voting at a regular or special meeting of the Board of Directors.
- E. Officiate in the absence of all other members of the Board of Directors. But shall not automatically succeed to any office, and;
- F. Be reimbursed by this Association at his or her request, for any expenses incurred when acting in place of the President, as provided in Section 7, Paragraph E of Article IV of these Bylaws.

Section 4. A majority of the Boards of Directors shall constitute a quorum. All questions shall be determined by a majority of those present and voting at any regular or special meeting of the Board of Directors.

Section 5. The President, or any member of the Board of Directors acting in place of the President, or any three members of the Board of Directors may call a special meeting of the Board of Directors at such times and places he or she or they deem advisable, provided notice is given to each member of the Board of Directors no less than five days prior to such meeting.

Section 6. The "Sales Club" of the Association, which represents suppliers of service and products to funeral service, may appoint a member of the Sales Club to be an ex-officio member of the Board of Directors of this Association.

Section 7. NFDA Policy Board Representative.

- A. A member of the Board of Directors of this Association shall be elected by this Association, at its Annual Convention, to serve as this Associations representative to the NFDA Policy Board.
- B. The Policy Board representative shall serve for a term not to exceed three years; provided, however, that he or she maintains membership in good standing on the Board of Directors of this Association during his or her term.
- C. The Policy Board Representative shall be reimbursed by this Association at his or her request, for any expenses incurred, and not reimbursed by NFDA in attending any meeting of the NFDA Policy Board.

ARTICLE VI – MEETINGS AND REPORTS

- Section 1. This Association shall convene for four regular meetings each calendar year including the Annual Convention of this Association.
- A. These meetings will occur quarterly in March, June, September, and December. Times and places for quarterly meetings of this Association shall be selected by the Board of Directors and announced to the membership after the previous quarterly meeting of this Association.
 - B. The Annual Convention of this Association shall be held during the month of March or April.
 - C. Times and places for the next Annual Convention of this Association shall be selected by the Board of Directors, and announced to the membership at each Annual Convention.
 - D. The Board of Directors shall cause written notice of the Annual Convention to be mailed or emailed to each Voting and Associate member in good standing with this Association not less than thirty days prior to each meeting.
- Section 2. This Association may convene special meetings
- A. Special meetings of this Association may be called at any time and place by the President, or member of the Board of Directors acting in place of the President, and must be called by the President or other member of the Board of Directors acting in place of the President, at such time and place requested in writing by three members of the Board of Directors, or not less than one-third of the Voting Members in good standing with this Association.
 - B. The President, or member of the Board of Directors acting in place of the President, shall cause written notice of the time, place and purpose of any special meeting of this Association to be mailed to each Voting Member in good standing with this Association not less than ten days prior to such meeting.
- Section 3. The Voting Members present and in good standing with this Association shall constitute a plurality of Voting Members at any Annual Convention or special meeting of the Association.
- Section 4. All questions or elections shall be decided by a majority vote of Voting Members in good standing with this Association who are present and voting. There shall be no proxy, or absentee voting.
- Section 5. In any election, if there are more than two candidates for the same office and no candidate receives a majority of vote's case, the candidates receiving the lowest number of votes shall be dropped from the ballot and a new vote taken.

- Section 6. Robert's Rules of Order shall govern the conduct of all meetings of the Association or its Board of Directors, when not in conflict with these Bylaws.

ARTICLE VII – COMMITTEES

- Section 1. The President shall appoint all committees of this Association as he or she deems necessary, and all committees shall serve at the pleasure of the President.
- Section 2. Committees
- A. The membership of all committees of this Association shall be of Voting Members in good standing with this Association.
 - B. In the event of any member of any committee no longer complies with the eligibility requirements for Voting Membership in this Association, he or she shall be removed from the committee membership and may be replaced, at the discretion of the President.
- Section 3. The standing committees of this Association shall be the Audit Committee, the Regional Committee - comprised of a representative of the NE, NW, SE, SW and Central regions- shall attend all board meetings, the Legislative Committee, the Newsletter and Website Committee, the Nominating Committee and the Resolutions Committee.

ARTICLE VIII – DUES AND ASSESSMENTS

- Section 1. The Annual dues for membership in this Association are due and payable to this Association on or before January 31 each year.
- A. The Board of Directors, prior to the first week of December each year, shall assess annual dues as necessary for the proper operation of this Association.
 - B. A special assessment may be made of each member of this Association by a majority vote of Voting Members present and voting at any regular or special meeting of this Association.
- Section 2. Failure to pay any assessment will result in Termination of membership provided in Section 3, Paragraph C of Article III of these Bylaws.

ARTICLE IX – EXECUTIVE DIRECTOR

- Section 1. This Association may hire an Executive Director under the terms of a contract negotiated by the Board of Directors and ratified by a majority of Voting Members in good standing with this Association who are present and voting at a regular or special meeting of this Association.

- Section 2. The Board of Directors shall prepare a job description for and shall determine which duties normally performed by the Secretary and/or Treasurer will instead be performed by the Executive Director.

ARTICLE X – LIABILITY AND INDEMNIFICATION

- Section 1. Nothing in these Bylaws shall constitute the members of this Association as partners for any purpose. No member, officer, agent or employee of this Association shall be liable for the acts of any other member, officer, agent or employee. Nor shall any member, officer, agent or employee be liable for his or her acts or failure to act under these By-Laws, except only acts or omissions arising out of his or her willful malfeasance.
- Section 2. Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter, a “proceeding”, by reason of the fact that he or she, or a person of whom he or she is legal representative, is or was a director or officer of this Association or while a director or officer of this Association is or was service at the request of this Association or while a director or officer of this Association is or was service at the request of this Association as a director, officer, or partner, joint venture, trust or other incorporated or unincorporated enterprise, including service with respect to employee benefit plans or trust, whether the basis of such proceeding is alleged action or inaction in an official capacity as a director, officer, partner, trustee, employee or agent shall be indemnified and held harmless to this Association to the fullest extent authorized by the New Mexico Nonprofit Corporation Act as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permitted this Association to provide broader indemnification rights that said law permitted this Association to provide prior to such amendment), against all expenses, liability and loss (including attorney’s fee, judgments, fines, taxes, or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors and administrators, provided, however that except as provided in this Article, this Association shall indemnify any such person seeking indemnification connection with a proceeding (or part thereof) was authorized by the Board of Directors or Voting Members of this Association. The right to indemnification conferred in this Article shall be a contract right and shall include the right to be paid by tis Association the expenses incurred.
- Section 3. In defending any such proceeding the advance of its final disposition provided, however, that if the New Mexico No-Profit Corporation Act requires payment of such expenses incurred by a director or officer in his or her capacity as a director

or officer of this Association (and not in any other capacity in which service was rendered by such person while a director, or officer, including, without limitation, service to employees benefit plans or trusts) in advance of the final disposition of a proceeding, shall be made only upon delivery to this Association of any undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Article or otherwise. This Association may by action of its Board of Directors, provide indemnification and advance expenses to employees and agents of the corporation and others permitted to be indemnified by the New Mexico No-profit Corporation Act with the same scope and effects as the foregoing indemnification and advancements of expenses of directors and officers.

ARTICLE XI – AMENDMENTS

Section 1. These Bylaws may be amended by a favorable vote of two-thirds of those Voting Members in good standing with this Association who are present and voting at any regular or special meeting of this Association.

Section 2. No amendment to these Bylaws shall be acted upon until it has first been mailed or emailed to all Voting Members in good standing with this Association at least thirty days prior to the meeting at which is to be presented or adopted.

Amended and Adopted in Total – June 11, 1988

Article VIII, Section 2, and Paragraph A – June 30, 1990

Amended and Adopted in Total – June, 1995

Amended and Adopted – June 20, 1997

Amended and Adopted – December 13, 1997

Amended and Adopted – September 30, 2016

Amended and Adopted – September 19, 2020