

BYLAWS
WYOMING FUNERAL DIRECTORS ASSOCIATION
Adopted November 10, 1993
Amended November 20, 1995
Amended June 5, 2001
Amended September 17, 2012
Amended September 27, 2019

ARTICLE I MEMBERSHIP AND VOTING

Section 1. Membership in the Wyoming Funeral Directors Association (Association) shall be open to any funeral home or mortuary legally operating and located within the state of Wyoming and any Wyoming funeral service licensee, licensed by the Wyoming Board of Funeral Service Practitioners.

Section 2. Each member firm of the Association shall be entitled to one vote at any membership meeting of the Association through its designated representative.

Section 3. Separate individual membership shall be available to persons licensed by the Wyoming Board of Funeral Service Practitioners who are not currently employed by a member firm or who are employed by a non-member firm. Such members will be referred to as "individual members."

Section 4. Individual members shall be entitled to one vote as long as they are currently actively engaged in funeral service.

Section 3. Any individual member or licensee employed by a member firm shall be eligible to hold office in the Association.

Section 4. The Association shall not discriminate against any person on the basis of color, religion, sex, national origin, or physical disability.

Section 5. An associate membership shall be made available to those persons or organizations not eligible for full membership in the Association as listed above, but who by their expressed interest in funeral service in the state of Wyoming, are eligible to become supporting members. Associate memberships will only be granted subject to the approval of the Board of Directors or a designated subcommittee of the Board of Directors. Such members shall be referred to as "associate members." Associate members shall not be actively engaged in funeral service within the state of Wyoming and shall not have the right to vote or hold office within the Association.

Section 6. Members shall have the right to inspect Association records, minutes, and financial records of the Association at the Association office at reasonable times mutually agreeable with the chief executive officer.

ARTICLE II BOARD OF DIRECTORS

Section 1. The leadership of this organization shall be vested in a five member Board of Directors (Board) consisting of five (5) members elected from the membership at-large. The Board shall appoint and employ an executive director who shall be responsible for the overall operation of the Association. The executive director shall function as the chief executive officer and shall hold that alternate title.

Section 2. The chief executive officer shall be appointed by the Board and shall serve at the will and direction of the Board.

Section 3. The chief executive officer is empowered to hire or retain such employees, outside counsel, or other consultants as deemed necessary to carry out the functions and goals of the Association as determined and directed by the Board.

Section 4. The chief executive officer shall be under the general guidance of the Board and shall operate within the established budget of the Association.

Section 5. In the event of a vacancy in the office of chief executive officer, the Board shall perform the functions of the chief executive officer until a temporary or permanent appointment can be made.

ARTICLE III ELECTIONS

Section 1. The five (5) Board members shall be elected at the annual meeting of the Association.

Section 2. At the initial election of Board members, one (1) member will be elected to a one (1) year term, two (2) will be elected to a two (2) year term, two (2) will be elected to a three (3) year term, and one will be elected to a four (4) year term. All subsequent elections shall be for a single three (3) year term so as to insure a rotation of members onto the Board.

Section 3. Nominations shall be made from the floor at said meeting and election shall be by ballot.

Section 4. To be eligible to be elected to hold a Board position, an individual must be a member in good standing in the Association.

Section 5. In the event of a Board vacancy by reason of resignation, death, or disqualification, the Board is empowered to fill the vacancy by appointment. Said appointment shall be valid until the annual election.

Section 6. The NFDA Policy Board representative shall be nominated and elected by the Board, from one of the Board members on the Board who agrees to the nomination, whenever the NFDA Policy Board representative's term expires. Alternatively, if no Board member accepts the nomination as the NFDA Policy Board representative, the Board shall nominate and

appoint an NFDA Policy Board member from the Association membership, and that NFDA Policy Board member shall also be appointed to the Board as the sixth (6th) voting member of the Board. During the NFDA Policy Board representative's term, that member shall serve on both the Association Board and the NFDA Policy Board and shall fulfill the requirements of both positions.

ARTICLE IV MEETINGS

Section 1. The annual meeting of the Association shall be held at a time and place designated by the chief executive officer upon the approval of the Board. At the annual meeting, the chief executive officer shall present or cause to be presented to the membership, a report on the activities of the Association and its financial condition.

Section 2. At a meeting designated by the Board, the chief executive officer shall present a proposed budget for the coming year which shall be approved by the Board. The chief executive officer shall keep the financial records of the Association, accept membership dues, and pay all bills of the Association.

Section 3. Regular meetings of the Board shall be held as necessary and at a time and place designated by the chief executive officer, provided however, that at least one such meeting will be held annually in addition to the annual meeting of the Association.

Section 4. Special meetings of the Board or the membership may be called by the chief executive officer or any three (3) members of the Board.

Section 5. In the event of a special meeting of the Board or the general membership, separate notice of said meeting shall be mailed to all Board members and/or members at least five (5) days prior to said meeting. Such notice shall include the purpose for which said meeting is called.

Section 6. A quorum at any duly called Board meeting shall be the number of Board members present. The number of members present at a duly called general membership meeting shall be considered a quorum.

ARTICLE V PARLIAMENTARY AUTHORITY

Section 1. The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern the Association in all cases where applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

ARTICLE VI DUES

Section 1. In order to remain a member in good standing with the Association, a member or member firm shall pay annual dues to the Association in an amount set annually by the Board.

Payment of said dues shall be made in January of each year and shall be considered delinquent thirty (30) days after billing.

Section 2. Dues paid to the Association shall include dues payable to the National Funeral Directors Association (NFDA).

ARTICLE VII LOSS OF MEMBERSHIP

Section 1. Membership and privileges in the Association shall be forfeited without further notice in the event of non-payment of annual dues or ineligibility due to loss of license through action by the Wyoming Board of Funeral Service Practitioners. .

Section 2. Membership and privileges in the Association shall be forfeited after a hearing and a two-thirds (2/3) vote of the membership in the event of gross breach of professional ethics or legal conviction involving moral turpitude.

ARTICLE VIII AFFILIATION AND STATUS

Section 1. The Association shall be and remain an affiliated state association of the NFDA.

Section 2. The Association shall remain independent of any outside corporation or entity that would jeopardize the non-profit trade Association status of the Association (501 c 6) and shall not provide special benefits to any group, member, or group of members not available to any other member.

Section 3. The Association shall not make any loans to any Board member, nor provide any other personal benefit to a Board member.

ARTICLE IX OFFICES

Section 1. The office of the Association shall be the office of the chief executive office/executive director.

ARTICLE X INDEMNIFICATION

Section 1. A person, and the heirs and legal representative of such person, who serves or has served as an officer or director of the Association, shall be indemnified by the Association against all liability and reasonable expenses, including but not limited to counsel fees, judgments, fines, and penalties, incurred or imposed upon said person in connection with any claims, actions, suit, or proceeding, actual or threatened, whether civil, criminal, administrative, or investigative, as well as any appeals thereto attached, by reason of acts or omissions in that person's capacity as an officer or director of the Association.

Section 2. To be entitled for indemnity hereunder, such person must have acted in good faith for the purpose he or she reasonably believed to be in the best interest of the Association, and in addition, in any criminal action, had no reasonable cause to believe that the conduct was

unlawful. Further, this indemnification shall not include claims of criminal or fraudulent behavior directed against the Association.

ARTICLE XI DISSOLUTION

Section 1. In the event of dissolution of the Association, the assets of the Association, including all real and personal property, investments, cash, or other instruments shall be distributed as follows:

- a. All assets, including any real property shall be liquidated.
- b. All funds so derived shall be distributed to the National Funeral Directors Association, a non-profit Association located in Brookfield, Wisconsin, with the provision that all such funds be used for educational purposes.
- c. In the event that the NFDA shall no longer exist or for any reason can not legally accept funds from the dissolution of a non-profit corporation, all funds of the Association shall be distributed to the Salvation Army in Wyoming.
- d. Notwithstanding the above provisions, the distribution of assets shall be according to and governed by the laws of the State of Wyoming as they deal with non-profit corporations.

ARTICLE XII AMENDMENTS

Section 1. These by-laws may be amended at any annual or regular meeting of the Association by a two-thirds (2/3) vote of the membership present, provided that notice of said amendment has been given, in writing, to all members at least thirty (30) days prior to said meeting.

Section 2. A two-thirds (2/3) vote of the membership shall be required for merger, consolidation, or sale of assets not in the ordinary course of business, or dissolution.