



Tennessee Funeral Directors Association, Inc.

BYLAWS

As amended at the
June 2023 TFDA Convention
Franklin, Tennessee

Effective: June 26, 2023

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TENNESSEE FUNERAL DIRECTORS ASSOCIATION, INC.**

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ARTICLE I

Section 1: This Association shall be known as the Tennessee Funeral Directors Association, Inc.

Section 2: The objectives of the association are to promote improvements in and elevate the standards of funeral service providers; to formulate and maintain ethical standards for the guidance of its members in their relations with each other and with the public; and to secure for the citizens of the State of Tennessee the highest quality of funeral services.

ARTICLE II

No-Discrimination Policy

Section 1: The Tennessee Funeral Directors Association shall not discriminate against any person on the basis of race, color, religion, sex, national origin, or physical disability.

ARTICLE III

Membership

Section 1: Any funeral establishment (individual location) holding a current license from the State Board of Funeral Directors and Embalmers of Tennessee (State Board) may apply for membership in the association, and upon acceptance as a member, shall be entitled to one vote.

For voting purposes, each establishment shall declare a home district on the application form provided by the association.

Section 2: Retired funeral directors may be admitted to honorary (non-voting) membership upon a two-thirds majority vote of the members present at the annual meeting of the association. Any licensed individual of this association that has reached age 65 or older may become a non-voting honorary member of this association provided that he or she did not leave funeral service before reaching the age 65. Any past-president of the association may become a voting member of the association by the payment of the lowest base establishment dues shown in the schedule of dues.

Section 3: Application for membership shall be on forms furnished by the association and shall be accompanied by one year's dues. The form and content of the membership form shall be determined by the board of directors.

ARTICLE IV

Membership Dues

Section 1: The annual dues for all classes of membership shall be valid for one year and must be remitted directly to the executive director of this Association. The due date for annual dues shall be established by the TFDA board of directors and published to all applicants on the Annual Statement of Dues form.

The annual membership in TFDA is based on a calendar year, and the dues must be remitted directly to the executive director of this Association by January 31 as stated on the Annual Statement of Dues form.

Any establishment or individual who fails to pay or renew annual dues on or before the published due date shall be excluded from any meetings of the association and shall relinquish the privilege of participation in any association sponsored programs until said membership dues for the current year are paid in full.

Section 2: Establishments having a valid state license shall be eligible for membership with the payment of dues, specified in the dues schedule. Any benefits or mailing from the TFDA will be contingent upon current membership.

The annual dues shall be established by the board of directors. Dues may be increased by the board of directors by a percentage equal to the percentage increase in the consumer price index issued by the U.S. Department of Labor for all labor and all urban consumers, using the base period of June 30 of the calendar year, one year prior to the year in which the dues will be increased.

Section 3: Any individual Tennessee funeral licensee may apply for membership in the association, and upon acceptance as a member may be admitted as a non-voting member under the following conditions:

- a.* The applicant holds a current license issued by the State Board of Funeral Directors and Embalmers of Tennessee (State Board); is employed by a TFDA non-member funeral establishment holding a current license issued by the State Board of Funeral Directors and Embalmers of Tennessee (State Board), and the applicant is not in an authority position to sanction payment of TFDA membership dues for the establishment, or
- b.* The applicant holds a current license issued by the State Board of Funeral Directors and Embalmers of Tennessee (State Board) and is currently not employed in the funeral profession.

Dues must be paid by applicant's personal check or personal credit card and in no event shall any TFDA mailing to an individual member be sent to the physical address, email address, or P.O. Box of a TFDA non-member funeral establishment. All applications for individual membership must be approved by the TFDA Board of Directors.

Section 4: Any person who is member of the Tennessee Funeral Supply Sales Club, who so desires, may become a non-voting associate member of this association by the annual payment of an annual fee, said fee to be determined by the board of directors and will be entitled to all other privileges of this association.

ASSOCIATE MEMBER SUPPLY FIRM

Any establishment domiciled in the State of Tennessee involved in activities relating to the funeral industry and/or any establishment contracting with the Tennessee Funeral Directors Association for services may apply for membership in the Tennessee Funeral Directors Association as a non-voting associate member of this association. The application for associate member status shall be accompanied by a check for payment of the annual dues chargeable to associate members as shall from time to time be established by the officers and directors of the Tennessee Funeral Directors Association; and, upon approval by the said officers and directors, the associate member shall be notified of acceptance as a non-voting associate member of the Tennessee Funeral Directors Association. The associate members shall be a member of the Tennessee Funeral Directors Association with all privileges of the association, excluding voting privileges by the officers and directors of the association, excluding voting privileges, so long as annual dues, as required by the officers and directors of the association are paid and the associate member otherwise remains a member in good standing of the association.

ARTICLE V

Meetings

Section 1: The meetings of this association shall be held at such time and place as may be determined by the association when in session; but if the association fails to determine the time and place or if it becomes necessary for any reason to change the time or place fixed by the association when in session, the officers and directors are hereby authorized to designate such time or place for the annual meeting or convention. A written, printed or electronic notice of all meetings shall be sent to each active member at least ten (10) days prior to the date of the annual meeting or convention by the executive director.

Section 2: The president shall be empowered to call special meetings of this association at such time and place, as he/she may deem advisable, provided that printed or written notice by the executive director shall be sent to all active members three (3) days prior to the date of the meeting.

Section 3: The president shall be empowered to call a meeting of the officers and directors at such time and place as he/she deems advisable, provided a notice of such meeting is sent to all members of the officers and directors three (3) days prior to the meetings. Such notice may be omitted by unanimous consent of all officers and directors.

Section 4: Twenty percent (20%) of the active members in attendance of any regular or special meeting shall constitute a quorum for the purpose of transaction of the business of this association.

Twenty percent (20%) of active members in each district in attendance at a district meeting of the association shall constitute a quorum for the transaction of business of the district.

Any TFDA members may attend any district meeting; however, may vote only once on any statewide issue. Each member must vote in his/her home district on district issues (i.e., district nominations, etc.)

Section 5: Six (6) members of the officers and directors shall constitute a quorum for the transaction of business by the committee, provided, however, there must be a least one (1) representative from each grand division. For any committee established under the TFDA structure, fifty percent (50%) of the members of said committee shall constitute a quorum to conduct business.

Section 6: To ensure every member full and free discussion at the meeting of the Association and in order that it may be done without reserve, all discussion shall be considered and treated as confidential. Any member divulging the affairs of the association shall be subject to a fine, suspension, or expulsion, as determined by the officers and directors after a fair and impartial hearing.

Section 7: The following is a suggestive Order of Business for meetings:

1. Roll Call
2. A quorum being present, the president shall call the meeting to order
3. Report of the president
4. Report of the minutes of the previous meeting and disposal of any unapproved minutes
5. Annual Report of officers
6. Report of directors
7. Report of committees
8. Unfinished business
9. New business
10. Election of Nominees for appointment to the State Board of Funeral Directors and Embalming of Tennessee
11. Election of officers and directors

Except as provided by TFDA Bylaws the current edition of Robert's Order is adopted as the rules governing all meetings.

ARTICLE VI

Termination of Membership

Section 1: To exhibit no tolerance for unprofessional conduct, should any member, whether an establishment or an individual, requiring a valid license for membership in the association have their license suspended for a period of thirty (30) days or more, or have their license revoked, the membership of said individual or establishment shall be cancelled. Any member having lost their membership as a consequence of having had its license suspended for thirty (30) days or more shall not be eligible to reapply for membership until such time as their license has been reinstated.

ARTICLE VII

Board of Officers and Directors

Section 1: The activities of this association shall be governed by the officers and directors consisting of six (6) directors, and four (4) officers: president, vice-president, secretary/treasurer, and immediate past-president, who shall be elected as follows:

Directors: This association's membership in each grand division of Tennessee shall be represented by two directors, if available, at all times. Should there be an occasion no qualified applicant is able or willing to serve as district director, the nominating committee of the district shall declare a vacancy. In such declaration, the TFDA board of directors may obtain a qualified member from any other TFDA grand division willing to serve on the TFDA board as an At Large director. There shall be no more than two At Large directors on the TFDA board, and no less than three district directors, one from each grand division, simultaneously. Each director shall be elected for a three (3) year term.

Officers: This association's membership in each grand division of Tennessee shall every third year in rotation from East through Middle to West elect, instead of a director, an officer, who shall serve his first year as a secretary/treasurer, his second year as vice-president, his third year as president, and his fourth year as immediate past-president.

No persons shall be considered for nomination as an officer of this association unless they have served at least one (1) term as director (if available).

Elections of all directors and officers must be ratified by a majority of members attending each annual convention of this association. In the event such ratification is denied, any proposed board members, his/her grand division will at that convention elect a replacement for submission to the state membership for ratification. In the event of a tie in the grand division vote on two or more candidates the executive committee will decide the election by lots with the immediate past president serving as chairman and shall only vote in case of a tie.

Should a director member, by vote of at least five (5) of the nine (9) officers and directors, be for any reason declared incapable of satisfactorily fulfilling his duties as an officer or director, the officers and directors shall, within thirty (30) days of such declaration notify the nominations committee of the affected grand division. The nominations committee will submit a name to replace the unexpired portion of his term ten (10) days prior to the next scheduled TFDA board meeting. Each director candidate will be subject to approval by the officers and directors. The replacement director will then be subject to the election process at the next meeting of the affected grand division in accordance with the TFDA bylaws. Except in such event, each grand division will at all times be represented by two (2) directors and one (1) officer.

A vacancy shall be declared for the position of any officer or director who shall be absent from any two (2) meetings without a valid excuse, either death or illness of the immediate family or any other valid excuse as determined by the directors present at that meeting.

Section 2: During the interim between the meetings of the annual convention, the government of the association shall repose and the officers and directors and shall cause the bylaws of this association to be faithfully executed and administered, shall have and exercise all executive authority whatsoever through itself or a properly delegated committee or person over the activities of the association and the members of the thereof, and in like manner have full management and control of matters relating to disputes, disciplining, rules, district boundaries, property, interpretation of laws, and all other activities of the association, except those otherwise provided for in these bylaws.

Section 3: The officers and directors are hereby empowered to employ, engage, or discharge any person or persons, herein referred to as the executive director, for the purpose of carrying out the activities of this association, subject, however, to the financial resources of this association and not inconsistent with the charter and bylaws of this association, or any action taken by the active members of this association at any annual or special meeting of this association.

Section 4: The officers and directors are hereby empowered to conduct any business by correspondence, which is submitted to it by the president. In case of any corresponded business, a bona fide effort will be made to notify, and receive input from, each and every officer and director.

ARTICLE VIII

Officers, Delegates, Nominees for Appointment to the State Board of Funeral Directors and Embalming, Committees

Section 1: The fiscal year of this association shall be July 1st through June 30th of each year. The terms of offices of all officers, directors and committee members elected at each annual convention shall run concurrent with the fiscal year; and they shall serve until successors are duly elected and qualified.

Section 2: The president shall preside at all meetings of the association and of the officers and directors. He/She shall prepare and present at each regular annual meeting of the association a report of the business and affairs of the association for the preceding year and shall have general supervision of the affairs of the association and perform such other duties as generally pertain and are incidental to the office of the president.

The president, at his/her discretion, and upon his/her election and qualification, may appoint a minimum of three (3) or more members of the association consisting of at least one (1) member from each grand division, if available, to the following committees: Convention and Government Affairs. In lieu of these appointments and committees, except for, Government Affairs and Convention, the president shall have the option of creating temporary task forces to complete projects requiring specific conclusions and

terminate upon completion. The president shall appoint, or cause to be appointed, a Budget/Audit Committee consisting of, the current Secretary-Treasurer, and the junior director from each district, if possible, at his/her discretion. The president shall also appoint a nominating committee composed of the current President Elect, Immediate Past President and two (2) former members of the executive board, who shall carefully consider all responsibilities of membership and personally interview all candidates for nomination to satisfy themselves of individual capability and willingness to serve, then submit, at their discretion, one or more nominations for each vacancy occurring. The chairperson shall be the current Vice President.

The president may also appoint, task forces, for duties that are not provided for, not in conflict with the articles of incorporation or the bylaws of the association as, in his/her discretion may be considered necessary and proper. The first member appointed on each committee shall be the chairperson thereof.

Section 3: The secretary shall attend all meetings of the association and of the officers and directors; shall keep, or cause to be kept, full and accurate minutes of all meetings of the association and director's meetings; shall have charge of and keep the corporate seal of the association and affix the same and attest the same, by his/her signature, to all instruments that may require the same. The secretary shall, at the expiration of his/her term of office, deliver to his/her successor all recorded minutes from all association meetings from the previous year.

The secretary shall forward to the Governor of the State of Tennessee the names of such members who were elected by the association for appointment to the State Board of Funeral Directors and Embalming of Tennessee within thirty (30) days after said election.

The secretary shall promptly notify and deliver to officers and directors all complaints that are filed against any member of the association.

The sergeant-at-arms shall preserve order at all the meetings of the association, have full charge of the entrance of the place of meeting, admitting only those entitled to admission, preserve order, and carry out the instructions of the president at all meetings of the Association. He/She shall be appointed by the president.

Section 4: The treasurer shall be responsible for all monies and securities of the association; shall keep, or cause to be kept, full and accurate records and accounts in books belonging to the association, showing the transaction of the association, its accounts, liabilities, and financial condition.

The treasurer shall deposit, or cause to be deposited, in such accounts and with such banks may be approved by the officers and directors all funds and monies of the association. The treasurer may delegate to the executive director authority to sign association checks. The treasurer's books and accounts shall be open at all times to the inspection of the president and directors of the association.

The treasurer shall also endorse, or cause to be endorsed, for collection and deposit all bills, notes, checks and other instruments of the association and make a full and complete report at the annual meeting of the officers and directors of the financial affairs and condition of the association, including all monies received and paid out by him, and likewise present an annual report at the regular annual meeting of the association.

The treasurer shall make such other reports at such other times as the officers and directors may request of him/her.

The treasurer shall, at the expiration of his/her term of office, deliver to his successor all books, records, papers, and paraphernalia of any and every kind, and all monies and everything of value belonging to the association. The offices of secretary and treasurer shall be held by one (1) active member of this association.

There shall each year be prepared a budget, approved by the officers and directors, and operated by as close as possible.

Section 5: The required number of persons for appointment to the state board shall be nominated at the regular annual meeting of the association. Three (3) persons shall be nominated for each vacancy occurring on the State Board of Funeral Directors and Embalmers of Tennessee. The person elected shall meet the qualifications set up by the Tennessee Statutes governing the State Board of Funeral Directors and Embalmers.

Section 6: The president shall appoint members to all committees within sixty (60) days after the date of the annual convention, to be submitted to the officers and directors for approval.

ARTICLE IX

Seal

Section 1: The association may choose to use a logo for commercial purposes. Any such logo may be modified or changed at anytime by a two-thirds majority vote by the board of directors.

ARTICLE X

Amendments

Section 1: These bylaws may be amended by a two-thirds vote of the active members attending any annual meeting or convention or any special meetings called for the purpose of amending these bylaws.

Any change in the bylaws or amendments to be presented must be mailed to the membership in resolution form at least twenty (20) days prior to the annual or special called meeting for the purpose of changes in the bylaws.

ARTICLE XI

District Association

Each grand division of Tennessee shall constitute a district association, whose presiding officer will be the officer then serving the state association from that district. Each district association will meet at least twice each calendar year. Notices of such meeting will be mailed by the state association secretary/treasurer or the executive director.

Nominations for directors, officers and State Board of Funeral Directors and Embalmers shall be made to the state association by vote of the district association after receiving the report of the nominating committee.