

WEST VIRGINIA CEMETERY AND FUNERAL ASSOCIATION, INC BY-LAWS

ARTICLE I NAME

Section 1. The name of this corporation shall be:

The name of this nonprofit corporation, organized under the laws of the State of West Virginia, is "The West Virginia Cemetery and Funeral Association, Incorporated," Herein also referred to as "The West Virginia Cemetery and Funeral Association", or "WVCFA", or "WVCFA, Inc."

Section 2. The principal office of WVCFA shall be located in a convenient location for all members to access, but the Board of Directors may have discretion to the location of Association business.

Section 3. Other offices for the transaction of business shall be located at such places as the Board of Directors may from time to time determine to be necessary.

ARTICLE II PURPOSE

Section 1. The Mission of the West Virginia Cemetery and Funeral Association is to promote the advancement of knowledge in development, operation and maintenance of cemeteries. To continuously improve the services we render while creating and maintaining high ethical and moral standards. Further, to represent Association members in matters of legislation and in any public or private hearings or controversies deemed necessary or in the best interest of our profession.

Section 2. CODE OF ETHICS

The members of this Association agree to the following principles and ethics as a requisite of membership.

1. To abide by all laws of the State of West Virginia and its subdivisions as well as those stated in Association By-Laws.
2. Recognizing that laws accord cemeteries certain protection and privileges, we shall avoid practices which abuse these privileges or might lead to change in our privileged status.
3. To refrain from using any misrepresentation, exaggeration or deception in any program or policy which deals with our operation or the public we serve.
4. To make our rules and regulations, at all times, reasonable and freely available to those entitled to know them.
5. It shall be a practice to encourage families in our community to prearrange for cemetery products and services, while condemning the same for speculation or investment purposes.
6. Remembering the sacred nature of our service, we shall endeavor to conduct our cemeteries and ourselves in such a manner as to be worthy of the trust placed in us and a credit to our community and profession.

ARTICLE III MEMBERSHIP

Section 1. Membership in this Association shall be a privilege and not a right. It shall be the prerogative of the Board of Directors of the Association to grant, refuse or rescind this privilege at any time.

Membership of this Association shall consist of the following classes:

- (a) Active Members
- (b) Associate Members
- (c) Supplier Members
- (d) Honorary Members

The requirements for membership in each such class shall be as follows:

(a) Active Members: Any person, firm, association or private corporation owning, operating or engaged in the development, construction or management of a cemetery, mausoleum or columbarium, whose place of business is located within the state of West Virginia, upon approval of at least a two-third vote of committee on admission hereinafter provided for, and approved by the Board of Directors, may become an active member by complying with the requirements of these by-laws and upon paying the dues as hereinafter provided; except, that is such applicant for membership be in a managerial position, with no incidence of ownership, he must have been a cemetery manager within the State of West Virginia for not less than three (3) years. A corporate member, association or a partnership shall designate in writing the person who shall be authorized to represent it as an Active Member of the Association and only one vote on any question shall be allowed by each member cemetery.

(b) Associate Members: Any person employed by, or who is an officer of an active member upon recommendation of the active member or any person engaged in the cemetery or funeral business may become an Associate Member without the right to vote or hold office but with the right to attend the meeting and conventions by complying with the requirements of these by-laws an upon paying the dues as hereinafter provided.

(c) Supplier Members: Any individual, association or corporation supplying cemetery, mausoleum or columbarium materials or services or any person representing such associations or corporations may become a Supplier member of this Association without the right to vote but with the right to attend the meetings and conventions, by complying with the requirements of these by-laws and upon paying the dues as hereinafter provided. One (1) Supplier Member will be appointed as a member of the Board of Directors each year but without voting power.

(d) Honorary Members: Any person, regardless of domicile who has given freely of his or her time to the program of the Association and has rendered invaluable service to its cause, may be awarded an Honorary Membership by a majority vote of the active members at its Annual Meeting. Honorary Members shall not be responsible for the payment of dues or registration fees, but shall be entitled to attend meetings of the Association by without the right to vote or hold office.

Section 2. A person shall become eligible to Active Membership in this Association when the applicant has met the following qualifications:

- a - Shall make application to the Secretary-Treasurer using the membership application of the West Virginia Cemetery and Funeral Association
- b - Arrangements have been made to pay annual dues, using one of the several methods available through the West Virginia Cemetery and Funeral Association
- c - Upon majority affirmation vote by the Board of Directors said membership will be conferred.

Section 3. The Board of Directors, shall have the exclusive right to, from time to time as necessary, to expel any member from membership and his rights and privileges in this Association, for proven violation of ethics, customs and practices to which this Association is committed by its charter. Upon such expulsion a former member shall not have the rights or privileges in this Association unless later reinstated under the same requirements as apply to a new member.

In the event that such expulsion is deemed necessary, the member against whom such charges are made shall be entitled to a written list of said charges and may appear in person before the Board of Directors with relation thereto. A majority vote of the entire membership of the Board shall be required to expel any member here from.

ARTICLE IV MASTER TRUST PARTICIPATION

Section 1. Master Trust Participation. Participation in the Association Sponsored Master Trust shall be open to all members of any type (IE Associate, etc.) of the Association who's dues are current and are otherwise in good standing. Membership of cemetery must be confirmed by the WVCFA prior to any transactions made to participation in WVCFA Master Trust.

Section 2. Bank Selection. The WVCFA Board of Directors may after thorough review, at their discretion, change the Trustee of said Master Trust. Final decision lies within a vote of the full membership of the WVCFA where a vote of sixty percent of the members participating is needed to make said change.

Section 3. Removal. Any member expelled as a member of the WVCFA or whose dues and or assessments are two years or more in arrears, will be removed from the Master Trust by action of the Board of Directors.

Section 4. Bank and Trustee. With request from the WVCFA Board of Directors, the Trustee or Representative of said Bank shall appear at the WVCFA Board of Director's meeting, WVCFA Annual Convention and/or WVCFA Special Meeting to provide information on the Master Trust.

Section 5. Operating Expense. Upon majority approval of the WVCFA Board of Directors and proper notification of full membership, a percentage of said trust can be transferred on an annual basis to the general revenue account of the WVCFA for operating expenses of the association. Operating expenses may be defined by the Board of Directors. A report of expenditures may be provided to any member upon written request of Secretary/Treasurer.

ARTICLE V OFFICERS - WITH VOTING POWER

Section 1. The Administration of the Association's officers shall be under the government of the Board of Directors consisting of eleven active members in good standing, to be elected at the Annual Meeting in Convention duly assembled. The eleven members who shall constitute the Board of Directors will be President, Vice-President, Secretary-Treasurer, the immediate past president and seven members elected from active membership. No person shall receive any compensation unless provided by the Board of Directors in advance. No person shall be eligible for election to the same office, except the Secretary-Treasurer for more than two (2) years in succession.

Section 1A. OFFICERS WITHOUT VOTING POWERS

- a. One member from the Supplier membership will serve on the Board of Directors in an advisory capacity.

Section 2. Vacancies on the Board shall be filled by the remaining members of the Board, electing another active member of the Association to hold office until the following Annual Meeting.

Section 3. The Board of Directors shall hold meetings at such time and place as it may designate. At least five days notice shall be given prior to each meeting. Special meetings may be called at any time by the President of the Association or any two directors jointly, provided notice of such special meeting is given to each member of the Board of Directors. Seven members of the Board duly assembled shall constitute a quorum.

Section 4. Each and every question coming before the Board of Directors for discussion shall be determined by a majority vote of the members present.

Section 5. The President of the Association shall have general supervision of its affairs and shall perform all duties incident to that office. In case of the absence or disability of the President to serve, the office of President shall be performed by the Vice-President until the next Annual Meeting of the Association.

Section 6. The Secretary shall issue notices of all Directors meetings and meetings of the Association, and shall attend and keep the minutes of the same, and shall perform all such other duties as may be required by the Board, incident to that office.

Section 7. The Treasurer (whom may by the same person and the Secretary) shall be responsible for the collection and disbursements of all monies belonging to the Association, and shall keep regular books of accounts which shall be open to inspection at all times. The treasurer shall deposit the funds of the Corporation in a responsible bank convenient to him/her and disbursements of said funds may be made on check or order signed by him/her alone. The Treasurer shall also perform such duties as may from time to time be required by him/her by the Board.

Section 8. No more than two persons from the same organization or group of organizations under the same ownership may serve on the Board of Directors at any one time.

Section 9. Newly elected officers shall take office at the meeting of the Board of Directors immediately following adjournment of the Annual Meeting sine die.

Section 10. As soon after his/her election as President, the President shall appoint a Program Chairman, Legislative Committee, Membership Committee and such other committees as may be required to properly conduct the business of the Association during his/her administration.

ARTICLE VI MEETINGS OF THE ASSOCIATION

Section 1. A regular meeting of the Association shall be held annually on call of the Directors for the election of officers and the transaction of all other business of the Association not properly assigned to the Board of Directors. Special meetings of the Association may be called from time to time by the action of the majority of the Board of Directors.

ARTICLE VII MEMBERSHIP FEES

Section 1. The Board of Directors shall prescribe the annual membership dues and initiation fees for each class of membership in the Association, which may be changed from time to time as the Board may determine necessary.

Section 2. No member whose current dues are unpaid shall be entitled to vote at any meeting of the members or to admittance to the Convention or to be entitled to any of the advantages of the membership.

Section 3. Any member whose annual dues are more than two years delinquent will be dropped from membership in the Association. Any member with delinquent dues for one year cannot vote at the Annual Meeting.

ARTICLE VIII ORDER OF BUSINESS

Section 1. The order of business at all meetings of the Association shall be as follows:

Call to order and roll call

Reading of the minutes

Treasurer's report

Unfinished business

Communications

Reading of papers and round table discussion

New business

Election of officers

Adjournment

Article IX THE LAJEANA ALDREDGE SCHOLARSHIP FUND

Section 1. The Board of Directors may at their discretion set up an educational scholarship fund titled "The Lajeana Aldredge Scholarship Fund".

Section 2. Donations can be made by individuals of the association or any other individual or company.

Section 3. Guidelines shall be established by the Board of Directors in regards to the following:

- a. Scholarship Amount
- b. Guidelines for request of said scholarship
- c. Awarding of said scholarship
- d. Proper reporting of funds and awards
- e. Any and all other guidelines the board sees fit

Section 4. At their discretion the Board of Directors may reward said scholarship to an individual of their choosing.

ARTICLE X THE WVCFA BUYERS GROUP

Section 1. The Board of Directors may at their discretion set up a buyers group for member cemeteries and funeral homes of the association titles "The WVCFA Buyers Group".

Section 2. Guidelines shall be established by the Board of Directors in regards to the following:

- a. Membership
- b. Membership Dues
- c. By-Laws of the WVCFA Buyers Group
- d. Proper reporting requirements
- e. Any and all other guidelines the board sees fit.

ARTICLE XI AMENDMENTS

Section 1- The Bylaws may be amended or altered at any Annual Meeting or other meeting of this Association as follows:

Any member may submit to the President of this Association the proposed amendment or alteration not less than ninety (90) days prior to the date of the meeting.

Section 2 - The Board of Directors may also propose amendments and alterations and shall submit the same together with those amendments from the members to the Secretary-Treasurer of this Association not later than sixty (60) days prior to the date of the Annual Meeting.

Section 3 - A special meeting may be called to consider a change in the Bylaws of this Association if such meeting is approved by three-fourths vote of the Executive Board.

Section 4 - The Secretary-Treasurer shall send notices of the proposed amendments or alterations to all members by any accepted means not less than thirty (30) days prior to the meeting. A two-thirds vote of the registered voting strength of the meeting shall be necessary to amend or alter the Bylaws of this Association.

Section 5 - Any amendment or alteration to these Bylaws, approved at the Annual Meeting or Special Meeting shall become effective immediately upon adoption.

Section 6 - All members of the West Virginia Cemetery and Funeral Association shall upon request, be furnished with a copy of the Bylaws of this Association. A copy of the Bylaws shall also be available to members on the official website of this Association.

Section 7 - Upon adoption, any amendment or alteration in the Constitution or Bylaws of this Association, a copy of the same shall be posted on the official WVCFA website or otherwise be made available to all members of the West Virginia Cemetery and Funeral Association.