

INDEPENDENT FUNERAL DIRECTORS OF GEORGIA

BY-LAWS

ARTICLE I. NAME

The name and title of this organization shall be Independent Funeral Directors of Georgia, Incorporated, herein referred to as the Association.

ARTICLE II. PURPOSE

To unite all independent funeral homes; to strengthen their public and political influence, to increase their market share and, to protect the public.

ARTICLE II. MEMBERSHIP

Section A - Membership Requirements

Membership in the Association shall consist of men and women of good moral character. These persons must also meet the requirements for membership in the Association as determined by the Board of Directors of the IFDG. Funeral homes eligible for membership are:

1. Georgia licensed;
2. Single proprietorship or partnership; and
3. A wholly owned, Georgia corporation not traded on any stock exchange.

Section B - Membership Classes

1. Members-Members of the IFDG who meet requirements for certification by the Georgia Secretary of State, Business and Professional Regulation Division and the definition of "Independent" as determined by the Board of Directors of the IFDG.
2. Individual Membership
 - (a) Non-Owner Practicing Funeral Directors: Those who are employed by firms eligible for membership.
 - (b) Student Member: Students who anticipate working in an independent funeral home.
3. Associate Members - Companies or other groups or institutions.
 - (a) Individuals within these organizations are encouraged to join as Associate Members.
4. Non-Resident Members - Members who are not residents of Georgia, but who are licensed as required by their state of residence, and who wish to participate in IFDG's cooperative buying agreement. Non-resident members must comply with the same Association rules, regulations, constitution and by-laws as resident members of the Association.
6. Such other members as shall be decided by the Board of Directors.

Section C - Participation

1. Members of the Independent Funeral Directors of Georgia shall have the right to attend any meeting of the Independent Funeral Directors of Georgia Board of Directors or Standing Committee.
2. Members shall have the right to make a presentation before the Board of Directors or a Committee. The President or Committee Chair shall provide for an orderly and productive discussion.

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3. All members of the Independent Funeral Directors of Georgia shall have the right to equally participate in all programs sponsored by the Independent Funeral Directors of Georgia.

Section D - Membership Applications

All applications for membership shall be made in writing on an application form provided by the Association. The applications will be reviewed and approved or rejected by the Executive Director and Chair of the Membership Committee. All rejected applications will be reviewed by the Board for final determination.

ARTICLE IV. OFFICERS

The Board of Directors of the Independent Funeral Directors of Georgia shall consist of the Immediate Past President, President, 1st Vice-President (who shall also serve as President-Elect), 2nd Vice-President, Secretary, Treasurer and seven Area Directors. Each Board Member has one vote. Each Board Member must be present at three-fourths of all officially designated meetings or forfeit his position. A proxy vote is required for all absences. Any absence will be put to a vote of the Board for an excused absence. Any officer may be removed at the discretion of the Board by a majority vote.

Section A - Offices to be filled

Elected officers of the Association include: President, 1st Vice President (who is also President-elect), 2nd Vice President, Secretary, Treasurer and six Regional Directors.

Section B - Term of Office

1. The term of office for Immediate Past President, President, 1st Vice President (President-Elect) and 2nd Vice-President shall be for one year.
2. The term of office for the Secretary and Treasurer shall be for two years. The Secretary shall be elected in odd numbered years and the Treasurer in even numbered years.

Section C - Nominating and Elections Committee

The President shall annually appoint a Nominating and Elections Committee to nominate at least one candidate for each Board position. The Committee shall consist of not less than three members of the Association. The Committee members may not be members of the Board of Directors. The slate of officers proposed by the Nominating Committee shall be the official slate of the Association. Any member who wants to be considered by the committee shall be given a notice of opportunity to serve by the Independent Funeral Directors of Georgia Nominating Committee at least two weeks prior to the meeting of the Nominating Committee. All who wish to be on the ballot shall be considered by the Nominating Committee.

Section D - Duties of the Officers

1. President

The President shall preside at all business meetings of the Association and of the Board of Directors

- (a) He/she shall make, to the Annual Meeting of the IFDG, a full report of the year's activities.
- (b) He/she shall appoint all committees of the Association and shall designate the chair thereof, subject to the approval of the Board of Directors.

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(c) The President shall charge the Board of Directors and Standing Committees with responsibility for implementing strategies to accomplish the activities and objectives adopted by the Board of Directors at the Annual Meeting of IFDG.

2. 1st Vice President (President-Elect)

The 1st Vice President/President-Elect assumes the duties of President in the absence of the President and succeeds to the presidency at the conclusion of the first elected year.

3. Immediate Past President

The Immediate Past President shall be responsible for initiating and coordinating annual development of a five-year plan of activities and objectives of the Association. The plan shall be presented to the Board of Directors for adoption at the Annual Meeting of IFDG.

4. 2nd Vice President

The 2nd Vice President shall assume the duties of the 1st Vice President/President-elect at the conclusion of their respective elected terms or in the event the office of 1st Vice President/President is vacated during the term of office.

5. Secretary

The Secretary will keep minutes of all meetings of the Association and be responsible to see that the original copies of all documents, records and correspondence is sent to the Executive Office for permanent storage.

6. Treasurer

The Treasurer shall maintain accurate records of the financial status of IFDG and make reports on the financial status of the Association to the Board of Directors at Board meetings and annually to the membership. The Treasurer shall be responsible for annual filing of all appropriate reports to the Internal Revenue Service and State Department of Revenue. He/She shall also serve as Chair of the Finance Committee of IFDG.

Section E- Eligibility and Qualifications of Candidates

All candidates must have their funeral directors license and be members in good standing sixty days prior to their election.

Section F - Ballots

The Executive Director shall, by mail and at the direction of the Nominating Committee Chair, distribute a ballot to each member prior to the Annual Meeting. The Nominating Committee shall establish all rules and regulation governing the elections. The Nominating Committee shall open and count the ballots during the Annual Meeting of IFDG.

Section G - Election Date

The election of the Officers and Area Directors of the Association shall be held at the Annual Meeting of the Association. Newly elected Board Members shall take office, either automatically or by ceremony, at the conclusion of the Annual Meeting of IFDG.

Section H - Vacancies

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1. In event of a vacancy in the office of President, the 1st Vice President/President-elect shall become the President to serve the unexpired term, and shall remain in office and serve his own term, the successive term, as President.
2. In the event of a vacancy in the office of 1st Vice President/President-Elect, the 2nd Vice-President shall assume as his own the duties of 1st Vice President/ President-elect.
3. All other vacancies occurring in the Board of Directors shall be filled for the unexpired term solely by Appointment of the President, with the concurrence of the majority of the remaining members of the Board of Directors.

ARTICLE V. DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

Without prejudice to the powers conferred by these By-laws, it is expressly declared that the Board of Director shall have the following powers.

- A. To appoint and employ, and at its discretion to remove and suspend, permanently or temporarily, such officers, managers, subordinate managers, assistants, clerks, and agents as it may, from time to time, choose, and to determine and fix their salaries and emoluments, and to require such security in each instance and in such amounts as it may determine, and to confer by resolution upon any officer of the Association the right to choose, remove, or suspend all subordinates or agents and to fix and change their salaries.
- B. To determine who shall be authorized to sign on the Association's behalf, bills, receipts, endorsements, checks, releases, contracts, and documents.
- C. To impose such charges, dues and/or assessments as it may deem advisable for the purpose of furthering the Association's objectives.
- D. To fill all vacancies occurring in their number between annual elections, except as otherwise set forth in these By-Laws.
- E. To approve all contracts entered into by the Association.

ARTICLE VI. MEETING OF THE BOARD OF DIRECTORS

Section A - The Board of Directors shall meet at least two times a year, or more frequently at the discretion of the President of IFDG. A Board Member shall have the option of submitting a request to the President of IFDG for a called board meeting

Section B - All Board members shall have a copy of the Agenda prior to the start of the Board of Directors meeting.

Section C - An absolute majority (50% plus one) of the members of the Board shall constitute a quorum for purposes of transacting business.

ARTICLE VII. EXECUTIVE DIRECTOR

Section A - Duties

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1. Exercises general management over the activities and operations of the association office and ensures that services are rendered to members in a timely and effective manner.
2. Develops specific procedures to implement Board directives.
3. Maintains a planning process that promotes Association goals and objectives.
4. Prepares financial and budget reports in conjunction with and at the direction of the Treasurer. Ensures that appropriate tax and financial reports are submitted to governmental agencies. Makes agreements and signs contracts which legally bind the Association only at the direction of the Treasurer, who accounts to the Board of Directors.
5. Coordinates all legislative and governmental affairs of the Association.
6. Directs the day-to-day operation of the Independent Funeral Directors of Georgia, Inc.

ARTICLE VIII. MEETING OF THE MEMBERSHIP

Section A - Annual Meeting

The Board of Directors shall designate the time and place of the Annual Meeting of the IFDG. The membership shall be advised of the annual meeting at least thirty days prior to the selected date. No business shall be addressed at this meeting unless it is on the Agenda. The membership of the association shall have the opportunity to express their opinions regarding the activities, goals and objectives of the Association; and, to express their opinion on the performance of IFDG Officers, Directors, and Staff of the Association.

Section B - Special Membership Meetings.

Special membership meetings may be called by the President of the Association, upon order of the Board of Directors or upon written request to the President of at least fifteen members of the Association. The object of special meetings shall be stated in the call, and no other business shall be transacted at this special called meeting. Notice of special meetings shall be transmitted by mail no less than thirty days prior to such meetings.

Section C - Quorum

Twenty five percent of the total membership shall constitute a quorum of any membership meeting of the Association.

Section D - Proxy

If a member is unable to vote in person at any membership meeting, they shall be able to request in writing that

another member in good standing may act as their proxy. The Immediate Past President shall determine the number and validity of all proxy votes.

ARTICLE IX. STANDING COMMITTEES

Section A - Standing Committee chairs shall be appointed by the President. Other committee members shall be selected by the chairs with approval of the Board of Directors.

Section B - The standing committees of the IFDG shall be:

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1. Casket Buying Committee
2. Chemical Buying Committee
3. Membership Committee
4. Nominations and Elections Committee
5. Governmental Affairs Committee
6. Finance and Budget Committee
7. Continuing Education Committee

Section C - The standing committees will be responsible for the performance of duties and functions delegated to them, hold regular meetings, and make reports of activities at each Board of Directors meeting.

ARTICLE X. AMENDMENTS

The By-Laws may be amended, altered or rescinded by a majority vote of the Board of Directors at any scheduled Board meeting or at any regular or special membership meeting. The amended By-Laws will become effective at the next regularly scheduled Board of Directors meeting.

Adopted by the Board of Directors of the Independent Funeral Directors of Georgia as noted herein: ON THIS

THE _____ DAY OF _____.

Signed: _____
Edgar F. Perry
President

Witnessed: _____

Date: _____