

Constitution and Bylaws of the
Funeral Consumers Alliance of Maryland and Environs, Inc.

Approved by the FCAME Trustees on June 22, 2013
Approved at the FCAME Annual Meeting on October 26, 2013
Amended by the FCAME Trustees on August _____, 2020
Approved by the FCAME Membership on August _____, 2020.

Article I. Name

Section 1. The name of this organization is the Funeral Consumers Alliance of Maryland and Environs, Inc., herein referred to as FCAME. These bylaws supersede any existing by laws or comparable agreements.

Article II. Purpose

Section 1. The purposes of this Alliance are:

- a. To promote and protect the opportunity for every person to choose the type of funeral or memorial service which that person desires and can afford.
- b. To reduce unjustifiable costs of burial, cremation, and other body disposition services.
- c. To provide guidance to the general public in achieving the foregoing and other activities pertaining to the care, and disposition of human remains.

Section 2. The Alliance assumes no legal or financial responsibility for the final disposition of any human remains.

Article III. Status

Section 1. The FCAME is a 501(c)(3) nonprofit consumer information and education organization operating exclusively for the purposes specified in Article II above.

Article IV. Membership

Section 1. Any person, without regard to race, creed, sex, sexual orientation, religion, or national origin, who is in sympathy with the purposes of the organization shall be eligible for membership.

Section 2. A person with a direct interest in a commercial enterprise selling funeral merchandise, services, or insurance may be accepted as an associate member. Associate members are not eligible to serve as trustees. They may not serve in a position of influence within the organization and may not cast a vote in organization matters.

Section 3. Contributions may be requested to ensure the ability of the FCAME to meet costs.

Article V. Trustees

Section 1. The Board of Trustees has full power and authority over the policy, affairs, and administration of the FCAME.

Section 2. The Board of Trustees shall consist of between four (4) and nine (9) trustees. Only full members of the FCAME shall be eligible to serve as trustees. They shall be elected by the members at an annual meeting or mail-in election.

Section 3. Whenever a Board vacancy exists, replacement trustees may be appointed pro tempore by the existing Board but must be confirmed by the members at the next annual meeting or mail-in election.

Section 4. Trustees shall be elected to serve for a three-year term, but they may be re-elected to serve additional terms.

Section 5. Board members shall serve without pay. No Board members shall be a paid employee of the FCAME.

Section 6. The Board may appoint committees and paid or unpaid consultants from time to time as needs arise.

Section 7. The Board shall meet at least quarterly. Special meetings of the Board may be called by the President, by more than half of the Board members, or by 15 members of the FCAME. Meetings may be conducted in person, by teleconference or virtually.

Section 8. Absence and Resignation

- a. Any Board member absent from three (3) consecutive Board meetings without adequate reason or explanation may be deemed to have resigned as a trustee.
- b. Any trustee or officer may resign at any time by giving written notice to the Board or President. Unless otherwise specified in such a notice, the resignation shall become effective upon delivery to the Board or President.

Section 9. Any Trustee may be removed from the Board by a vote of two thirds of all other Trustees.

Article VI. Officers

Section 1. Responsibilities and Duties

- a. Within one month following the annual meeting or mail-in election, the Board of Trustees shall meet and elect from its membership: a President, a Vice-President, a Secretary, and a Treasurer. The officers shall have such powers and duties as generally pertain to their respective offices as well as such powers and duties as from time to time may be determined by the Board.
- b. The Executive Committee consists of these four officers who may meet either in person or by electronic or virtual means between Board meetings to act upon emergency and/or delegated matters and to conduct business not requiring action by the full Board.
- c. Actions by the Board may be taken by telephone or electronically between meetings with such actions being included in the minutes of the next Board meeting.
- d. Officers shall serve for a period of one year and may be reelected to the same office. Officers resigned or removed earlier by action of the Board shall be replaced by the Board.

Section 2. Any officer may be removed from such position by a vote of two thirds of all other Trustees.

Article VII. Nominations and Elections

Section 1. Nominations to the Board of Trustees may be made by the present Board or a committee appointed by the President. Nominees shall be announced in an Annual Newsletter to members at least 14 days before either an Annual or Special meeting, or a designated deadline for ballots to be received by return mail. Nominations may be made from the floor at an Annual Meeting providing nominees have been asked and agree to serve. In the case of a mail-in election without an actual meeting, nominations from the floor will not be possible. But any full FCAME member in good standing who desires to serve may request at any time to attend a board meeting as an observer. Subsequently, if any board vacancy exists and all parties agree, he (she) may be appointed pro tempore until being voted in at the following annual election.

Section 2. Election of Trustees shall be held at the Annual Meeting supplemented by mail-in ballots received by the date of the meeting. If no Annual Meeting is held, voting may be accomplished solely by mail-in voting with ballots received by a date designated in the Annual Newsletter.

Section 3. Each member of the FCAME shall have one vote.

Section 4. Votes may be received by mail or by attendance at Annual or Special meetings. Votes will be treated as valid if received by the Board before or on the date of the Annual or Special meeting, or on a date specified in the annual newsletter if no annual meeting is held.

Article VIII. Meetings

Section 1. An Annual Meeting of the FCAME membership may be held at a time and place within the service area of the FCAME to be designated by the Board of Trustees. Meetings may be in-person or virtual, or they may be supplanted by an Annual Newsletter to members with mail-in voting. The Annual Newsletter shall inform members of the organization's current activities and plans as well as information about trustees up for election and any business that requires voting by the membership. This newsletter

shall be mailed with preprinted mail-in ballots and a return envelope. The Annual Meeting, if held, will take place not less than 14 days after the annual newsletter is mailed. Ballots returned by mail must be received by the date of the annual meeting or by a date designated in the newsletter.

Section 2. Minutes of the Annual Meeting will be approved by the Board of Trustees.

Section 3. The President shall call a Special Meeting of the membership upon written request or petition of 15 members or upon a written request or vote by a majority of the Board of Trustees. Such meetings may be in-person or virtual.

Section 3. For a Special Meeting the Secretary shall notify each member of the FCAME at least 14 days prior to the meeting. The notice provided by the group requesting the meeting shall include a statement of the purpose of the meeting. If a vote is required for any business resulting from such a meeting, information and a mail-in ballot shall be mailed to all members with a specified date for return of ballots.

Article IX. Quorum

Section 1. At all meetings of the Board of Trustees, a majority of currently serving Trustees shall constitute a quorum, providing the quorum is composed of three or more Trustees.

Section 2. Elections, motions or other initiatives under consideration at meetings or with a mail-in election shall be approved or rejected by a majority vote of members voting either in person or by mail. No other quorum is required, as all members shall have access to a mail-in ballot for all matters coming before the membership.

Article X. Fiscal Year

Section 1. The fiscal year of the FCAME shall be January 1 through December 31.

Article XI. Financial Review

Section 1. The Treasurer shall submit detailed financial reports on a monthly and annual basis to the Board, which

shall be reviewed at each Board meeting. These reports will be accompanied by monthly and annual bank statements. Any member may review the financial records of FCAME upon request submitted to the Board of Trustees. An audit by a Certified Public Accountant or a Chartered Accountant may be requested by a majority of the Board of Trustees or by a petition signed by five (5) or more members of the FCAME and delivered to the Secretary at least one month before the close of FCAME's fiscal year. In instances where an audit by a Certified Public Accountant or a Chartered Accountant is requested, the cost of the audit shall be borne by the requesting party or parties.

Article XII. Amendments

Section 1. The Board may amend bylaws by unanimous vote. The Secretary must notify all FCAME members of proposed bylaw changes and allow 14 days for objections or concerns to be addressed prior to the finalizing vote by the Board. Bylaws may also be amended by a majority vote of the members at an annual meeting or properly called special meeting of the membership, provided members have been notified of proposed changes, with an explanation, at least 14 days prior to the meeting, and allowed the opportunity to comment by return mail.

Section 3. A change of name shall be approved by the Board and confirmed by a two-thirds vote of members, voting either at the Annual Meeting, or at a special meeting called for that purpose, or by mail-in ballot.

Article XIII. Reciprocity and Transfers

Section 1. Agreement of reciprocity and transfers made among affiliates of the parent organization, Funeral Consumers Alliance, Inc. of which FCAME is a member, is fully endorsed.

Section 2. A member moving into the geographic area served by the FCAME shall, upon request, be welcomed as a member in good standing, without payment of a transfer fee.

Section 3. Members transferred into FCAME shall subsequently have membership status the same as other members, as determined by the Board of Trustees.

Article XIV. Dissolution

Section 1. In the event of dissolution of the FCAME, distribution of assets remaining after payment of all liabilities shall be remitted to the Funeral Consumers Alliance, Inc., a 501 (c) (3) corporation or to a viable local chapter which could continue serving the FCAME membership. No part of such distribution shall inure to the benefit of any member of the FCAME.

Section 2. A list of members shall be given to the Funeral Consumers Alliance, Inc if no local chapter is willing or able to serve those members.