

# TFDA TENNESSEE FUNERAL DIRECTORS ASSOCIATION



Tennessee Funeral Directors  
Association, Inc.

2009 Revised Bylaws I

Adopted at the 2009 TFDA  
Annual Convention

Monday June 8, 2009

Franklin Cool Springs Marriott

Franklin, TN

**BYLAWS  
TENNESSEE FUNERAL DIRECTORS ASSOCIATION, INC.**

**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 blank shall be determined by the board of directors.

#### **ARTICLE IV**

##### **Membership Dues**

**Section 1:** The annual dues for all classes of membership shall valid for one year from the date received by the association, and shall be remitted directly to the executive director of this Association. Any establishment or individual who fails to pay or renew annual dues on or before the anniversary date received shall be excluded from any meetings of the association and shall relinquish his privilege of participation in any association sponsored insurance program 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.

If membership in NFDA is contingent upon membership in TFDA then, members must also pay dues to the NFDA as established by the NFDA House of Delegates. The proportionate part of NFDA dues collected in each month shall be paid to NFDA by the 10th of the month following the collection of dues.

**Section 3:** 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 either the Tennessee Funeral Directors Association or the Tennessee Funeral Directors Association Insurance Trust 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 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 or printed 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 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 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 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 insure 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 order of business of the meetings shall be as follows:

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:** 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 licensed 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 at all times. 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, this 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 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 officers and director of the officers and directors shall, within ninety 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. Exceptions to this bylaw are delegates and alternates to the National Funeral Directors Association, who shall act at the next convention of the organization following their election.

**Section 2:** The president shall preside at all meetings of the association and of the officers and directors. He 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 shall also serve as the chairperson of the TFDA delegates at the National Funeral Directors Association Annual Convention.

The president shall have the power and it shall be his duty immediately after his election and qualification to appoint a minimum of three (3) or more members of the association consisting of at least one (1) member from each grand division of the following committees: Government Affairs, Memorial, Education, Bylaws, Long Range Planning, Mass Fatalities, Membership, and Political Action. He shall appoint a Finance, Budget, and Audit Committee consisting of one (1) membership from each grand division who shall serve for a three (3) year term and may succeed himself by one (1) term. To begin this committee, the chairperson shall serve three (3) years, one (1) member shall serve two (2) years, and one (1) shall serve one year. He shall also appoint a nominating committee composed of three (3) immediate past-presidents of this association, 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 representative of the grand division preparing to elect the president.

The president may also appoint such other committees for duties that are not provided for, not in conflict with the articles of incorporation or the bylaws of the association as, in his 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 directors meeting; shall have charge of and keep the corporate seal of the association and affix the same and attest the same, by his signature, to all instruments that may require the same. The secretary shall, at the expiration of his term of office, deliver to his 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

If membership in the National Funeral Directors Association is a mandatory condition of membership in the Tennessee Funeral Directors Association, Inc., secretary shall annually ascertain the exact number of members in good standing in this association and forward, or cause to be forwarded, and pay or cause to be paid at the proper time the correct amount to the National Funeral Directors Association to cover the assessment as fixed and provided in its bylaws.

The sergeant-at-arms shall preserve order at all of 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 meeting of the Association. He 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.

The treasurer shall, at the expiration of his 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:** Delegates and alternates to represent this association at The National Funeral Directors convention shall be selected by the board of directors.

**Section 6:** 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 7:** 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:** A circle enclosing the Maltese Cross, whose upper arm bears the letter **T**, the left arm the letter **F**, the right arm the letter **D**, and the lower arm the letter **A** will be the official seal of the TFDA. However, the association may choose to use a different 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. The bylaws committee shall be appointed by president and include a minimum of three (3) past-presidents—one (1) from each grand division with the option of appointing additional active members. The chairperson shall always be a past-president from the grand division of the president. These bylaws shall take effect immediately upon passage and shall remain in force and effect until repealed or amended.

## **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.