

# **Constitution and Bylaws**

## **Mississippi Funeral Directors Association**

### **ARTICLE I: NAME**

**This organization** shall be known as the **MISSISSIPPI FUNERAL DIRECTORS ASSOCIATION** (hereinafter also referred to as **MFDA**) and shall be incorporated as a non-profit corporation under the laws of the State of Mississippi.

### **Article II: PURPOSES AND OBJECTIVES**

**Section 1.** To establish, develop, and maintain the highest possible standard for professional ethics, conduct, and proficiency for those engaged in the profession of funeral service.

**Section 2.** To provide a continuing forum for the exchange, development, and dissemination of knowledge and information beneficial to its members and to the public.

**Section 3.** To furnish information to its members and to the public regarding funeral service.

**Section 4.** To cooperate with other organizations, public and private, to achieve the purposes and objectives enumerated in Sections, 1, 2, and 3 of this Article.

**Section 5.** To facilitate the achievement of its purposes and objectives, this association shall be a member of the NATIONAL FUNERAL DIRECTORS ASSOCIATION.

### **ARTICLE III: POWERS**

**Section 1.** This corporation shall have the power to purchase, lease, or otherwise acquire, hold, sell, or otherwise dispose of such real or personal property as may be necessary or convenient for carrying out its purposes and objectives. It may take by gift, purchase, devise, or bequest real and personal property for purposes appropriate to its creation, function, and operation.

**Section 2.** In addition to the express and implied powers herein before granted, this corporation assumes all other statutory powers granted to bodies corporate under and by virtue of the laws of the State of Mississippi applicable to corporations not for pecuniary profit, and it shall have all the powers necessary or incidental to its operation.

### **ARTICLE IV: MEMBERSHIP**

**Section 1. Firm membership** may be held by a business entity directly owning and lawfully operating a funeral establishment (excluding commercial mortuary services and branch establishments), duly licensed by the State of Mississippi, and hereinafter referred to as the member establishment. The membership privileges of the member establishment shall be exercised by such employee, duly licensed by the State of Mississippi to engage in the practice of funeral directing or funeral service, as may be designated in writing on the membership and/or renewal application by the ownership or management of such member establishment. The designated person must be a full-time employee of the firm at the member establishment location listed on the application or renewal form. Such designated person shall have all the rights and privileges of membership in MFDA, including the right to hold office and to vote.

**Section 2. Additional membership** may be held by no more than two (2) additional full-time employees, duly licensed by the State of Mississippi in the practice of funeral directing or funeral service, of the member establishment location provided for in Section 1 of this Article, provided such individuals are designated as additional members on the membership and/or renewal application. Additional members shall have all the rights and privileges of membership in MFDA, including the right to hold office and to vote.

**Section 3. Firm Membership For Additional Locations:** When a business entity directly owns and lawfully operates an additional funeral or branch establishment location (excluding commercial mortuary services) duly licensed by the State of Mississippi, in the same or another incorporated or unincorporated community, town, or city, such additional funeral or branch location may hold a firm membership as provided in Article IV, Section 1.

**Section 4. Voting privileges** must be exercised in person. No member of MFDA may cast more than one (1) vote.

**Section 5. Affiliate Membership:** Membership privileges may be extended to persons not licensed by the State of Mississippi to engage in the practice of funeral directing or funeral service. Such persons must be employed by or affiliated with an MFDA member firm, as defined in Section 1 or Section 3 of this article. Affiliate members shall have all the rights and privileges of membership in MFDA except the right to hold office and to vote.

**Section 6. Individual Membership:** Membership privileges may be extended to persons, duly licensed by the State of Mississippi in the practice of funeral directing or funeral service, and who are not employees of an MFDA member firm, as defined in Sections 1 and Section 3 of this article. Such persons must be employed by a funeral establishment duly licensed by the State of Mississippi. Individual members shall have all the rights and privileges of membership except the right to vote and to hold office.

**Section 7. Associate Membership:** Membership privileges may be extended to persons associated with the funeral service industry and who are not directly or actively engaged in the funeral service profession. Associate members shall have all the rights and privileges of membership in MFDA except the right to hold office and to vote.

**Section 8. Honorary Members** may be elected to lifetime membership in MFDA on the written recommendation of an MFDA member to the Membership Committee and a majority vote of the Board of Directors. An Honorary Member is defined as one who has occupied a position of ownership and/or management of a funeral establishment as defined in Section 1 of Article IV, and who no longer occupies such a position. An Honorary Member shall have all the rights and privileges of membership in MFDA except the right to hold office and to vote.

**Section 9. Student Membership:** A special membership classification shall be extended to Mississippi residents currently enrolled in an accredited school of mortuary science certified by the American Board of Funeral Service. This category is established to provide opportunities for enrichment and professional advancement through networking with other members of MFDA. A Student Member shall have all the rights and privileges of membership in MFDA except the right to hold office and vote.

**Section 10. Application** for membership and renewal of membership under Article IV, Sections 1, 2, 3, 5, 6, 7 and 9 must be made on a form provided by MFDA, properly completed and signed by the appropriate individual(s) as specified on the form. The application must be accompanied by the appropriate dues or fees. Membership is for one year or portion thereof, ending on December 31<sup>st</sup> of each year.

**Section 11. Member in Good Standing:** Members in good standing shall include only members whose dues are current, as provided under Article X, Section 3, and provided that all other financial obligations are paid within sixty (60) days of billing by MFDA. If all obligations are not paid within sixty (60) days of billing, the Secretary-Treasurer shall notify the member that all membership privileges are revoked until obligations are met.

**Section 12. Conditions of Membership:** All members must agree, as a condition of membership, to comply with the provisions of the MFDA Constitution and Bylaws and the NFDA Code of Professional Conduct. Failure to comply may result in revocation of membership and all rights and privileges of membership.

## **ARTICLE V: OFFICERS**

**Section 1.** The Officers of the MISSISSIPPI FUNERAL DIRECTORS ASSOCIATION shall be: President, President Elect, Vice President, and Secretary-Treasurer, each of whom must reside in the State of Mississippi and be qualified to hold office and to vote, as provided under Article IV, Section 1, 2, or 3; Article IV, Sections 10 and 11; and by Article X, Section 3. Election is to be by those voting members assembled at the Annual Convention and in the manner designated by the Board of Directors. In the event of an officer's death, his/her resignation from the Board of Directors, or his/her inability to perform the duties of the office, each remaining officer except the Secretary-Treasurer will serve in the next higher office until a new election is held at the next Membership Meeting. In the event of termination for any reason of an officer's employment with the member establishment, he/she may be removed from office by two-thirds vote of the Board of Directors.

**Section 2. PRESIDENT:** It shall be the duty of the President to preside at all meetings; to appoint all committees not elected by the membership; to oversee all activities of the Association; to act as the leader of the Association wherever required; and to serve as Chairman of the Board of Directors and the Executive Committee.

**Section 3. PRESIDENT ELECT:** It shall be the duty of the President Elect to act in the absence of the President; to serve as Vice Chairman of the Board of Directors and the Executive Committee; and Chairman of the Convention Committee;

**Section 4. VICE PRESIDENT:** It shall be the duty of the Vice President to act for the President in the absence of the President and the President Elect; and to be the Chairman of the Legislative Committee; and to be Chairman of the Education and Scholarship Committee.

**Section 5. SECRETARY-TREASURER:** It shall be the duty of the Secretary-Treasurer to have supervision over the funds and securities of the Association, subject to the direction and supervision of the Board of Directors; to have supervision over the records of the Association and to keep an accurate account of corporate proceedings; and to render a report of receipts and expenditures to the Association at its Annual Convention and to the Board of Directors on request; and to serve as Vice Chairman of the Convention Committee and to serve as Sergeant-at-Arms at all meetings of the membership; and to supervise the tallying of ballots; and to serve as Chairman of the Membership Committee.

## **Article VI: DISTRICT GOVERNORS**

**Section 1.** It shall be the duty of a **District Governor** to promote membership in the Association, to notify the Association of meetings and activities of the district, to notify members concerning deaths in the industry, and to call at least three (3) district meetings per year. Such meetings may be held jointly with other district(s).

**Section 2.** There shall be six (6) District Governors, two from each of the geographical districts described below. Nomination will be by caucus of respective members of each district prior to the Annual Convention. Such caucus shall be held during the two (2) months preceding the annual convention but may not be held during the fifteen (15) days immediately preceding the annual convention. Each District Governor must reside in the State of Mississippi and be qualified under Article IV, Sections 1, 2, or 3; Article IV, Sections 10 and 11; and by Article X, Section 4. Election is to be by those voting members assembled at the Annual Convention and in the manner designated by the Board of Directors. In the event of a District Governor's death, his/her resignation from the Board of Directors, his/her inability to perform the duties of the office, or termination of his/her employment for any reason from the member establishment, the President shall appoint an individual from the affected district and with the qualifications described in this section to fill the unexpired term.

**The Northern District** shall consist of membership establishments located in the following counties of Mississippi: Tippah, Alcorn, Tishomingo, Prentiss, Union, Pontotoc, Lee, Itawamba,

Chickasaw, Monroe, DeSoto, Marshall, Benton, Tunica, Tate, Coahoma, Quitman, Panola, Lafayette, Bolivar, Tallahatchie, Yalobusha, Calhoun, and Grenada.

**The Central District** shall consist of member establishments located in the following counties of Mississippi: Washington, Sunflower, Leflore, Carroll, Montgomery, Webster, Clay, Attala, Choctaw, Oktibbeha, Lowndes, Winston, Noxubee, Issaquena, Sharkey, Humphreys, Holmes, Yazoo, Warren, Hinds, Rankin, Madison, Leake, Neshoba, Kemper, Scott, Newton, Lauderdale, Smith, Jasper, and Clarke.

**The Southern District** shall consist of member establishments located in the following counties of Mississippi: Jones, Wayne, Lamar, Forrest, Perry, Greene, Pearl River, Stone, George, Hancock, Harrison, Jackson, Claiborne, Copiah, Simpson, Jefferson, Lincoln, Lawrence, Jefferson Davis, Covington, Adams, Franklin, Wilkinson, Amite, Pike, Walthall, and Marion.

## **ARTICLE VII: BOARD OF DIRECTORS**

**Section 1.** Between meetings of the general membership, a Board of Directors shall conduct the activities and business of MFDA. Said Board shall consist of the officers elected in accordance with Article V, the six (6) District Governors elected in accordance with Article VI, the immediate Past President, and the NFDA Policy Board Representative. The Policy Board Representative shall be appointed for a three year term by the MFDA Board of Directors with duties in accordance with the NFDA Bylaws. The Policy Board Representative shall be a voting member of the MFDA Board, must reside in the State of Mississippi and be qualified under Article IV, Sections 1, 2, or 3; Article IV, Sections 10 and 11; and by Article X, Section 3.

**Section 2. Term of Office:** All members of the Board of Directors elected at the annual meeting shall hold office for the term of one (1) year, except as otherwise provided in these bylaws, or until their successors have been duly elected, appointed, and/or qualified under the applicable terms and requirements of these bylaws.

**Section 3. The Board of Directors** shall carry out the business, purposes, and objectives of MFDA subject to the will of the membership.

**Section 4. Meetings:** There shall be at least one annual meeting of the Board of Directors which may be concurrent with the annual meeting of the membership. Special meetings of the Board may be called by the President of MFDA at such time and place as he/she deems advisable, or by any five members of the Board of Directors, provided proper notice is given for any special meeting. Such notice is to be provided to each member of the Board of Directors prior to said meeting. Concurrent with each meeting of the Board of Directors, the President or other officer acting in the absence of the President, shall call the Board of Directors into Executive Session to act on such matters as shall be deemed advisable by the Board. Attendance at such Executive Sessions shall be limited to members of the Board of Directors.

**Section 5. The Board of Directors** is hereby empowered to designate representation to any funeral service association(s) or group(s) as it deems necessary or appropriate.

**Section 6. The Board of Directors** is hereby empowered to transact the business of the Association by correspondence or conference telephone call if deemed advisable by the President. Should a mail, fax, or electronic vote be presented to the Board of Directors on any matter, the failure of any member of the Board to reply within seven (7) days after the notice is mailed shall constitute an affirmative vote.

**Section 7.** A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business, and only a majority vote of those present and voting at any meeting shall be required for the passage of any resolution, except as otherwise specified.

**Section 8. Duties of the Board of Directors:** Members of the Board of Directors are expected to attend all Board meetings and functions of the Association unless their duties as Funeral Directors prevent such.

## **ARTICLE VIII: COMMITTEES**

Standing committees of the Mississippi Funeral Directors Association shall be: Executive, Education and Scholarship, Legislative, Personnel, Membership, Audit, Convention, and, Mortuary Response.

**Section 1.** The **EXECUTIVE COMMITTEE** shall consist of the President, President-Elect, Vice President, Secretary-Treasurer, and the Immediate Past President. It shall be the duty of the Executive Committee to act upon necessary business not specifically designated to the Board of Directors by the Constitution and Bylaws. All actions taken by the Executive Committee shall be reported to the Board of Directors and made a part of their official minutes.

**Section 2.** The **EDUCATION AND SCHOLARSHIP COMMITTEE** shall consist of the Vice President who shall be its chairman, and one member from each District appointed by the President. It shall be the duty of the Education and Scholarship Committee to conduct an educational seminar at such time and place as the membership of the Association shall direct, and to administer the scholarship program of the Association.

**Section 3.** The **LEGISLATIVE COMMITTEE** shall consist of the Vice President, who shall be its Chairman, Secretary-Treasurer who shall be its Vice Chairman, a representative of MFDA Services, Inc., and three additional appointed members, which are in good standing with the association, who are not currently serving on the board, and who shall be appointed by the President to serve a three year term. There shall be no limitation on the number of successive terms of office for which an appointee may serve. The terms of an appointee shall be staggered so that one-third (or as close to one-third as possible) of an appointee then in office will expire every year. Therefore, one will be appointed for a one-year term, one will be appointed for a two-year term, and one will be appointed for a three year term. Any subsequently appointed member will serve for a full three-year term. The Legislative Committee shall have a keen interest in the legislative process, and attend legislative committee meetings and any other supported meetings or functions related to legislative interest of the association. It shall be the duty of the Legislative Committee to recommend to the membership such legislation and other laws that may be desirable for the enhancement of funeral service in this state; make recommendations to the membership on matters properly brought before it pertaining issues that may affect the membership of the Association; to monitor legislation as may affect funeral service being considered by the Legislature of Mississippi and make recommendations concerning same to the membership; and to make recommendations to the membership concerning any legislation proposed by the House of Delegates of the National Funeral Directors Association.

**Section 4.** The **PERSONNEL COMMITTEE** shall consist of the President Elect, who shall be its Chairman, Vice President who shall be its Vice Chairman, Secretary-Treasurer, and a representative of MFDA Services, Inc. The Personnel Committee shall manage the human resources of MFDA which shall include, but are not limited to the following:

Recruitment, selection, and termination  
Performance, conduct and behavior management  
Compensation, rewards, and benefits management  
Training and development

**Section 5.** The **MEMBERSHIP COMMITTEE** shall consist of the Secretary-Treasurer, who shall be its Chairman, and the Governor of each District. It shall be the duty of the Membership Committee to seek new members of the Association; to receive and review all applications for membership and to make recommendations on same to the Executive Committee; and to hold informal meetings of the membership in each District on call of the Governor of each District. It shall be the duty of the Membership Committee to receive and review all complaints brought against a member of the Association, either by the public or another member. Such complaints shall either be

in writing or made orally by the complainant to the full committee. The committee shall investigate such complaints and present their findings to the Board of Directors for appropriate action.

**Section 6. The AUDIT COMMITTEE:** The current Secretary-Treasurer and the Administrator will work with a Certified Public Accountant to produce audited financial statements on an annual basis and present such statements to the Board of Directors, which will function in the capacity of the MFDA Audit Committee.

**Section 7. The CONVENTION COMMITTEE:** The Chairman of the Convention Committee shall be the President Elect and the Vice Chairman shall be the Secretary-Treasurer. The chairman may appoint such members as he shall deem necessary. It shall be the duty of the Convention Committee to make plans for the Annual Convention of the membership, including meeting place, displays, meals, social functions, promotion, registration, and any and all other functions necessary for a successful convention.

**Section 8. The MORTUARY RESPONSE COMMITTEE** shall consist of the President Elect, who shall be its Chairman, Secretary-Treasurer who shall be its Vice Chairman, a representative serving on the Mississippi Mortuary Response Task Force, three additional appointed members, which are in good standing with the association, and are not currently serving on the board.

**Section 9.** Such other Committees as are deemed necessary by the Board of Directors shall be appointed by the President.

#### **ARTICLE IX: MEETINGS**

**Section 1. ANNUAL CONVENTION:** There shall be an Annual Convention of the membership at a time and place to be designated by the Board of Directors.

**Section 2. ANNUAL EDUCATION SEMINAR:** There shall be an Annual Education Seminar to be held at a time and place designated by the Board of Directors. There shall be a business meeting of the membership either prior to or following the seminar.

**Section 3. CALLED MEETINGS:** Special business meetings of the membership may be called by the President, with the consent of the Board of Directors. The President shall call a special meeting of the membership on the petition of 20% of the membership, or on petition of a majority of the Board of Directors. The membership shall be notified in writing the place and purpose of any called meeting at least four days prior to the meeting.

**Section 4. QUORUM:** A quorum for the transaction of official business at any meeting of the membership shall be defined as MFDA voting members present and voting at a duly called meeting of the General Membership of the Mississippi Funeral Directors Association in accordance with an agenda sent to the general membership 30 days prior to the meeting. In order to vote on matters raised from the floor and not included on an agenda sent to the membership, twenty percent (20%) of the voting membership must be present and voting. A majority vote of those present and voting at any meeting of the membership shall be required for passage of any resolution.

**Section 5. AUTHORITY:** Roberts Rules of Order, Revised, will be the authority for settlement of disputes of parliamentary procedure.

**Section 6. ORDER OF BUSINESS** at each business meeting of the membership shall be as follows: (a) Invocation, (b) Roll Call, (c) Adoption of Minutes, (d) Old Business, (e) Secretary-Treasurer's Report, (f) Committee Reports, (g) New Business, (h) Adjournment. The order of business may be set aside by a majority vote of those present and voting.

#### **Article X: DUES, FEES, AND ASSESSMENTS**

**Section 1.** The dues for Membership in this Association shall be set by the Board of Directors and become effective upon ratification by the General Membership.

**Section 2.** Honorary Members shall not be assessed annual dues.

**Section 3.** Membership Dues shall be due and payable beginning on the first day of each fiscal year as defined in Article XIII. Membership and the rights to vote and hold office in the current fiscal year shall be restricted to Members whose dues are paid and envelopes postmarked by January 31<sup>st</sup> of said fiscal year.

**Section 4.** Special Assessments and fees for the attendance at meetings including registration and other charges may be levied by the Board of Directors on 2/3 vote of its members present and voting.

#### **ARTICLE XI: REPRESENTATION**

**Section 1.** Delegates to the annual convention of the National Funeral Directors Association or any meeting of the House of Delegates of the National Funeral Directors Association shall be individual NFDA members. Two (2) representatives of MFDA shall be selected in the following order: (a) President, (b) President-Elect, (c) Vice-President, (d) Secretary-Treasurer, (f) District Governors, (g) Past Presidents present at the convention, with the most recent Past President being designated first. Any delegate positions thereafter shall be appointed by the President. The President, if present, shall be chairman of the delegation. If the President is absent, the chairman shall be in the order designated above.

**Section 2.** Attendance at The Leadership Conference of The National Funeral Directors Association shall be by three (3) MFDA representatives who are also individual NFDA members, selected in the order specified in Section 1.

#### **ARTICLE XII: REIMBURSEMENT**

It shall be the policy of the Association to reimburse its President, President Elect, and/or other authorized representative for reasonable and ordinary expenses incurred in the performance of their duties. Such reimbursement shall be set by the Board of Directors. All other officers and directors may be paid a per diem, travel, mileage, other fees, or expense reimbursement as set by the Board for attending Executive Committee and/or Board of Directors meetings.

#### **ARTICLE XIII: FISCAL YEAR**

The fiscal year of the Association shall begin on January 1st and end on December 31<sup>st</sup> of each year.

#### **ARTICLE XIV: INDEMNIFICATION**

The Association shall indemnify and hold harmless any officer or director from any debt, claim, suit, or judgment incurred by said officer or director in the performance of his duties as an officer or director of MFDA.

#### **ARTICLE XV: AMENDMENTS**

**Section 1.** This Constitution and Bylaws may be amended by a two-thirds (2/3) vote at any annual meeting or any special meeting called for the purpose of amending this Constitution and Bylaws, provided however, that a written notice shall be sent to all voting members of MFDA thirty (30) days prior to the date of said meeting, with said notice to contain the proposed amendments to this Constitution and Bylaws.

#### **ARTICLE XVI: EFFECTIVE DATE**

**Section 1.** This Constitution and Bylaws and amendments thereto shall take effect immediately upon passage and shall remain in force and effect until repealed or amended.