

OHIO FUNERAL DIRECTORS ASSOCIATION

BYLAWS

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this association is the OHIO FUNERAL DIRECTORS ASSOCIATION (the "Association"). It has been organized as a non-profit corporation under the Ohio Non-Profit Corporation Law.

The place in Ohio where the Association's principal office is located is 2501 North Star Road in the City of Columbus, Franklin County, Ohio.

ARTICLE II

PURPOSES

The purposes of the Association are:

- To establish, cultivate, and promote programs and policies that mark the passage of life with dignity and ceremony and that meet with sensitivity the special needs of those who survive.
- To establish, promote and maintain programs and policies that advocate and encourage the orderly passage of life through the use of pre-need funeral planning and funding and that assure public confidence and consumer satisfaction in connection with pre-need funeral arrangements by providing alternatives for an affordable, uniform system of pre-need funeral planning designated to protect the rights and interests of the deceased and those who survive.
- To cultivate and promote the art and science of funeral directing and embalming and to educate and train funeral service professionals to enable them to appropriately serve the public during the time of death and bereavement.
- To foster and maintain the highest professional standards for the proper care of the dead and to continuously seek and implement new and improved methods and procedures for the proper care of the dead.
- To uphold all laws and regulations pertaining to funeral services.
- To write, publish, provide and disseminate materials and programs for its members and the public to promote the above-mentioned purposes.

- To do all other acts necessary or expedient for the administration of the affairs of the Association and attainment of the above-mentioned purposes.

In addition, the Association shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be conducted by a corporation not for profit under Chapter 1702 of the Ohio Revised Code. Notwithstanding anything herein to the contrary, the Association shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c) of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they may be hereunder amended from time to time.

ARTICLE III

MEMBERSHIP

The membership of the Association shall consist of five (5) classes:

A. Firm Members.

Funeral homes duly licensed under the laws of the State of Ohio that pay dues in accordance with the dues schedule approved by the Board of Directors are eligible to submit a written application to the Association for membership as a Firm Member. Each Firm Member shall be entitled to one vote, which vote shall be cast by a duly authorized officer or other duly authorized representative of the Firm Member.

All funeral directors and/or embalmers who are duly licensed under the laws of the State of Ohio and who own or are employed by a Firm Member shall be known as Licensed Members and shall be entitled to receive those benefits which the Association makes available to such Licensed Members. In order to be regarded as employed by a Firm Member, the Licensed Member's license must be displayed with the Firm Member as required by Section 4717-7-2(l) of the Ohio Administrative Code. Licensed Members may serve as Directors, officers or members of any committee of the Association unless otherwise provided in these Bylaws.

Employees who are not licensed funeral directors or embalmers or dual licensees by the Ohio Board of Embalmers and Funeral Directors and are employed by a Firm Member shall be known as Non-Licensed Members and shall be entitled to receive those benefits which the Association makes available to Non-Licensed Members. Non-Licensed Members may not serve as Directors, officers or voting members of any committee of the Association unless otherwise provided in these Bylaws.

B. Branch Members.

Funeral homes duly licensed under laws of the State of Ohio that are under common ownership with the Firm Members recognized as members under Paragraph A of this Article III and that pay dues in accordance with the dues schedule approved by the Board of Directors are to submit a written application for membership as Branch Members. Branch Members recognized under this membership class shall not be entitled to vote.

All funeral directors and/or embalmers who are duly licensed under the laws of the State of Ohio and who own or are employed by a Branch Member shall be known as Licensed Members and shall be entitled to receive those benefits which the Association makes available to such Licensed Members. In order to be regarded as employed by a Branch Member, the Licensed Member's license must be displayed with the Branch Member in accordance with Section 4717-7-2(I) of the Ohio Administrative Code. Licensed Members may serve as Directors, officers or members of any committee of the Association unless otherwise provided in these Bylaws.

Employees who are not licensed funeral directors or embalmers or dual licensees by the Ohio Board of Embalmers and Funeral Directors and are employed by a Branch Member shall be known as Non-Licensed Members and shall be entitled to receive those benefits which the Association makes available to Non-Licensed Members. Non-Licensed Members of a Branch Member may not serve as Directors, officers or voting members of any committee of the Association unless otherwise provided in these Bylaws.

C. Associate Members.

The following individuals shall be eligible for Associate Membership in the Association:

1. Funeral directors duly licensed under the laws of the State of Ohio, who are in the profession of funeral directing and who are not owners of or are not employed by a funeral home;
2. Widows and widowers of deceased licensed funeral directors or embalmers or dual licensees or Associate Members who are members in good standing of the Association upon their death;
3. Trade embalmers licensed under the law of the State of Ohio;
4. Funeral directors licensed under the laws of the State of Ohio who are not presently engaged in the profession of funeral directing; and
5. Funeral directors licensed under the laws of states other than Ohio, who are duly qualified members in good standing of their state associations.
6. Retired funeral directors and/or embalmers who are not employed by a funeral home or other entity.

Those persons who meet the requirements for Associate Membership under Subparagraph 2 of this Paragraph C shall automatically be accepted into membership of the Association. Applicants for Associate Membership who pay dues in accordance with the dues schedule approved by the Board of Directors are eligible to submit a written application to the Association for membership as an Associate Member.

Associate Members under this Paragraph C do not possess the right to vote, except that an Associate Member may cast the vote of a Firm Member on whose behalf such Associate Member is duly authorized to vote. All Associate Members in good standing under this Paragraph C may participate in all activities of the Association, except as otherwise provided in these Bylaws.

D. Lifetime Members. The following individuals shall be eligible for Lifetime Membership in the Association:

1. Past Presidents of OFDA who are not employed by a funeral home or other funeral service-related organization.
2. Former OFDA Staff members or other individuals who have contributed to funeral service in Ohio and who have been awarded Lifetime Membership by the majority vote of the Board of Directors.

Lifetime Members may serve as members of a committee of the Association. Lifetime Members shall not possess the right to vote.

E. Allied Members.

The following individuals shall be eligible for Allied Membership in the Association:

1. Employees and representatives of preneed insurance companies, livery companies or other suppliers to Firm Members;
2. Employees and representatives of licensed crematories that aren't owned by a funeral home in the State of Ohio;
3. Educators in the mortuary or death care fields;
4. Individuals providing grief counseling and bereavement support services or who are active in those fields ; and
5. Pet cremation facilities and operators.

The primary criteria for Allied Membership is evidence that the applicant supports members of the Ohio Funeral Directors Association. An eligible applicant who pays dues in

accordance with the dues schedule approved by the Board of Directors may submit a written application to the Association for membership as an Allied Member.

Allied Members under this Paragraph E do not possess the right to vote nor serve as a director or officer of the Association. Allied Members shall be entitled to receive those benefits which the Board of Directors makes available to Allied Members and shall pay dues in accordance with the dues schedule approved from time-to-time by the Board of Directors.

F. Application Process.

Upon submission of an application for membership in any of the above five classes, the Executive Director shall have the Association staff review and make any investigations pertaining to the membership application. The Executive Director shall provide the applications to the Secretary/Treasurer for review and the Secretary/Treasurer and Executive Director may approve such applications. Approved applicants will be granted member rights upon noted approval by the Secretary/Treasurer and Executive Director. Ratification by the Executive Committee will occur at monthly Executive Committee meetings.

ARTICLE IV

MEETINGS OF THE MEMBERS OF THE ASSOCIATION

A. Annual Meeting.

The Association shall hold an Annual Meeting of the members of the Association each year within the State of Ohio, or by means of any communications equipment if all persons participating can hear each other, as may be selected by the Board of Directors. Written notice of the Annual Meeting shall be given to the members of the Association by fax, e-mail, or mail at least thirty (30) days before the Annual Meeting and such written notice shall specify the time and place of the Annual Meeting.

B. Special Meetings of the Members of the Association.

A special meeting of the members of the Association may be held at any time within the State of Ohio, or by means of any communications equipment if all persons participating can hear each other, upon the call of: (1) the President, (2) the President-Elect, (3) a majority of the members of the Board of Directors, (4) any fifty (50). Firm Members Written notice of a special meeting of the members of the Association shall be given to the members of the Association by fax, e-mail or mail at least fourteen (14) days before the special meeting, and it shall specify the time, place and purpose of such meeting.

C. Quorum and Required Vote.

The voting members present in person, by mail, by proxy, or, if permitted, by authorized communication equipment at any meeting of the Association shall constitute a quorum for such meeting. Unless provided otherwise in these Bylaws, the act of a majority of the voting

members present at any meeting of the members of the Association at which a quorum is present shall be necessary for any action.

D. Voting.

The vote of a Firm Member at an Annual Meeting or special meeting of the members may be cast: (1) by a duly authorized officer or other duly authorized representative of the Firm Member who is present at the meeting; (2) by the Firm Member submitting a mail ballot on the Association-provided form by the deadline; or (3) by the Firm Member submitting its vote by authorized communication equipment by the deadline.

ARTICLE V

THE BOARD OF DIRECTORS

A. Composition.

The Board of Directors shall consist of the following persons, all of whom, except for Past Presidents serving as directors pursuant to Subparagraph A(5) of this Article V, must be Licensed Members in good standing of the Association under Subparagraph (A) of Article III herein. No directors of the Ohio Board of Embalmers and Funeral Directors shall hold a board of directors position of the Association. No more than one person employed by, having a financial interest in, being a partner of the same firm member may serve as a director of the Association at any one time.

1. The duly elected officers;
2. The immediate Past President, who shall serve for one year immediately following his or her tenure of office as President;
3. Two (2) At-Large Directors elected by the Firm Members in accordance with Paragraph B of Article VI. The term of an At-Large Director shall commence at the Annual Meeting of the Members and shall terminate two (2) years later at the Annual Meeting. Unless completing an unexpired term, an At-Large Director may not serve more than two (2) consecutive terms. An At-Large Director may not hold an officer position with the Association at any time during his or her term as At-Large Director. Any vacancy may be filled by the majority vote of the Directors present at any meeting at which there is a quorum.
4. The Regional Directors from each of the six (6) Regions. Each Regional Director shall be elected by the majority vote of the voting members of the Association located within that Region. The term of a Regional Director shall commence at the next Annual Meeting following the Regional Director's election and shall terminate two (2) years later or when his or her successor is elected and installed. Unless completing an unexpired term, a Regional Director may not serve more than two (2) consecutive terms. In the event of a vacancy by resignation, removal or death, and following notice to the Firm Members in the Region, the vacancy may be

filled for the unexpired term by a majority vote of the Board of Directors at its next regular meeting following the vacancy. A Regional Director may not hold an officer position with the Association at any time during his or her term as Regional Director. Any Licensed Member seeking election as a Regional Director must submit a Candidate Application to the Leadership Development Committee. The Leadership Development Committee shall review the Candidate Applications it receives and interview the Candidates. The Association shall prepare a slate of nominees for each open Regional Director position and shall forward mail and/or electronic ballots to each Firm Member in the Region. The ballot shall include instructions notifying the Firm Member of the deadline for the return of the ballot. The ballot must be returned by the deadline set by the Association in order to be valid. Following the deadline for the return of the ballots, the Association shall tabulate the ballots and announce the winner. In the event of a tie vote between candidates, the winner shall be determined by drawing lots. The method of drawing lots shall be determined by the President. The Regional Director shall be reimbursed for normal travel and meal expenses incurred in attending meetings of the districts in the Region. The six (6) Regions are as follows:

<u>Regions</u>	<u>Districts</u>
Northwest Region	1 & 3
Northcentral Region	2, 6 & 7
Northeast Region	8, 15, 19 & 20
East Region	12 & 16
Southcentral Region	10, 13 & 14
Southwest Region	4, 5, 9 & 11

The State of Ohio shall be divided into eighteen (18) Districts consisting of the following counties for Regional Director voting and election purposes:

1. Defiance, Fulton, Henry, Paulding, Williams
2. Ashland, Crawford, Huron, Marion, Morrow, Richland
3. Allen, Auglaize, Champaign, Clark, Darke, Hardin, Logan, Mercer, Miami, Van Wert, Shelby
4. Butler, Greene, Preble, Warren
5. Hamilton
6. Erie, Lucas, Ottawa
7. Hancock, Putnam, Sandusky, Seneca, Wood, Wyandot
8. Medina, Portage, Summit
9. Montgomery
10. Gallia, Jackson, Lawrence, Meigs, Pike, Ross, Scioto, Vinton
11. Adams, Brown, Clermont, Clinton, Highland
12. Belmont, Guernsey, Harrison, Jefferson, Monroe, Noble, Washington
13. Athens, Coshocton, Fairfield, Hocking, Knox, Licking, Morgan, Muskingum, Perry
14. Delaware, Fayette, Franklin, Madison, Pickaway, Union
15. Columbiana, Mahoning, Trumbull

16. Carroll, Holmes, Stark, Tuscarawas, Wayne
19. Ashtabula, Geauga, Lake
20. Cuyahoga, Lorain

5. Two (2) Past Presidents of the Association who shall be elected by mail and/or electronic ballot sent to each Past President. The term of a Past President shall commence at the Annual Meeting of the Members and shall terminate two (2) years later at the Annual Meeting. No Director serving pursuant to this Subparagraph A(5) shall serve successive terms. Each Director under this Subparagraph A(5) must be a Licensed Member or an Associate Member in good standing of the Association. Any vacancy among the Directors serving pursuant to this Subparagraph A(5) may be filled for the unexpired term by majority vote of the Past Presidents.

B. Function and Duties.

The Board of Directors shall manage and control the affairs and all funds of the Association and its committees. The Board of Directors shall employ an Executive Director whose employment shall be reviewed by the Board of Directors. The Board of Directors shall have the power and responsibility to: (1) employ and contract for the services of personnel and other professionals, including but not limited to attorneys, accountants and consultants, as necessary and desirable to operate the Association efficiently; (2) require bonding or insurance coverage of any person who handles the funds of the Association; (3) perform such duties as are prescribed by law governing directors of corporations; and (4) perform such other duties as may be directed by the members of the Association.

C. Meetings.

The Board of Directors of the Association shall meet at least four (4) times per year and at such other times fixed by resolution of the Board of Directors. Regular meeting of the Board of Directors shall be held within the State of Ohio, or by means of any communications equipment if all persons participating can hear each other, as may from time to time be fixed by resolution of the Board. A special meeting of the Board of Directors may be held at any time at such place within the State of Ohio, upon the call of the President, or a majority of the members of the Board of Directors, who shall direct the Secretary-Treasurer to give written notice of the special meeting by fax, e-mail, or mail at least seven (7) days before such meeting, which notice, unless provided otherwise in these Bylaws, need not specify the purposes of the meeting. The President of the Association, or in the President's absence, the President-Elect of the Association, shall preside at all meetings of the Board of Directors. The Secretary-Treasurer of the Association shall serve as secretary to the Board of Directors. All meetings of the Board of Directors shall be governed by the most recent edition of Robert's Rules of Order for Parliamentary Procedure.

Unless otherwise provided in these Bylaws, notice need not be given of regular meetings of the Board of Directors held at times fixed by the resolution of the Board. Meetings may be held at any time without notice if all the Directors are present or if notice of such

meeting is waived by the written consent of every absent Director filed with or entered upon the records of the meeting, either before or after the holding thereof. Participation at meetings of the Board of Directors may be by means of any authorized communications equipment if all persons participating can communicate with each other.

Any action which may be authorized or taken at a meeting of the Board of Directors, may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by all the Directors, which writing or writings shall be filed with or entered upon the records of the Association.

D. Quorum and Required Vote.

The presence at a meeting of a majority of the members of the Board of Directors shall constitute a quorum, but no action required by law or these Bylaws to be authorized or taken by a specified proportion or number of Directors may be authorized or taken by a lesser proportion or number of Directors. All Directors, whether or not elected by the members of the Association, shall be counted for quorum purposes and shall have one vote. Except as provided otherwise herein, the act of a majority of the directors present at a meeting at which a quorum is present is the act of the Board of Directors.

E. Program Coordination.

The Board of Directors shall coordinate the programs and policies necessary to accomplish the objectives and encouraging the use of preneed funeral planning and funding for the orderly passage of life, of marking the passage of life with dignity and ceremony, of assuring public confidence and consumer satisfaction in connection with pre-need funeral arrangements, and of meeting with sensitivity the special needs of those who survive.

F. Removal of Directors.

Any member of the Board of Directors shall cease to be a member of the Board of Directors upon termination of his or her membership in the Association. Any member of the Board of Directors may be removed from the Board by a two-thirds vote of those present of the Board of Directors at a meeting called for that purpose.

ARTICLE VI

OFFICERS

A. Officers.

The officers of the Association shall be a President, a President-Elect, and a Secretary-Treasurer, all of whom shall be Licensed Members. To be eligible for an officer position, the Licensed Member must be a funeral director and/or embalmer who is duly licensed under the laws of the State of Ohio for a minimum of five years.

B. Election of Officers and At-Large Directors.

The officers and At-Large Directors of the Association shall be elected in the following manner:

1. Any Licensed Member seeking election to an Association office or to an At-Large Director position shall submit a Candidate Application to the Leadership Development Committee. In order to be considered a candidate, the Licensed Member must file the Candidate Application with the Leadership Development Committee before January 31st in the year in which he or she is seeking election.
2. The Leadership Development Committee shall review the Candidate Applications it receives and interview the Candidates. On or before the six-week mark prior to the annual convention, the Leadership Development Committee shall issue a slate of those candidates it finds qualified for each office and At-Large Director position. Factors that the Leadership Development Committee shall examine in evaluating candidates include, but are not limited to:
 - (a) Overall character of the candidate;
 - (b) Experience as a funeral service professional;
 - (c) Leadership qualities and experience;
 - (d) Commitment to and involvement with the Association; and
 - (e) Any potential conflicts of interest.
3. Any Licensed Member who has completed the application and interview process with the Leadership Development Committee and who is not on the list of qualified candidates issued by the Leadership Development Committee for the particular office he or she is seeking will be added to the ballot if the Licensed Member delivers a written petition to the Association prior to the five-week-mark to the annual convention requesting his or her name to be placed on the ballot.
4. In the event that no candidate is found to be qualified by the Leadership Development Committee for a particular office or At-Large Director position, or if a candidate who is found to be qualified withdraws from running so that there is no qualified candidate running for a particular office or the At-Large Director position, the Leadership Development Committee may extend its own deadlines and the deadlines set forth in these Bylaws in order to solicit, interview, and evaluate one or more candidates for that office or At-Large Director position.
5. From the slate of qualified candidates issued by the Leadership Development Committee and any candidates nominated by the petition process, the Firm Members shall elect each of the officers (except the President) and the At-Large Director positions. The ballots to Firm Members shall identify whether each

candidate was found qualified by the Leadership Development Committee or was nominated by the petition process.

6. Ballots and relevant candidate information shall be sent to all Firm Members at least fourteen (14) days prior to the close of voting. Voting shall be conducted by mail, by electronic means, or by any combination thereof, all as determined by the Board of Directors.
7. Each election shall be determined by a plurality vote. In the event of a tie vote for a particular office, the winner shall be decided by drawing lots. The method of drawing lots shall be determined by the President.
8. In the event that only one candidate is nominated for a particular office or At-Large Director position, that candidate will be declared elected by acclamation and no ballots will be issued for that uncontested election.

C. Term.

The officers elected shall assume their office at the Annual Meeting of the Members and shall hold office until the next Annual Meeting of the Members. No member of the Association shall hold more than one elected office at the same time and no officer shall hold the same office for more than two (2) years in succession.

D. Vacancies.

Any vacancy among the officers, except as otherwise provided herein or in the Bylaws, may be filled by a majority vote of the Directors present at any meeting at which a quorum is present.

E. Removal.

Any officer shall cease to hold office upon termination of his or her membership in the Association, or may be removed from office by the two-thirds vote of the members of the Board of Directors present at any meeting of the Board of Directors, at which a quorum is present, at a meeting called for that purpose.

F. Duties of Officers.

1. The President shall:

(a) Serve as chief elected officer of the Association and preside at all meetings of the Association, the Board of Directors, and the Executive Committee. He or she shall be a member of the Board of Directors and act as its Chair.

(b) Appoint necessary committees and their members, with the consent of the Executive Committee, except as otherwise provided in these Bylaws.

(c) See that all lawful orders and resolutions of the members of the Association, the Board of Directors, and the Executive Committee are carried out.

(d) Report on the affairs of the Association and offer such recommendations as he or she deems proper at the Annual Meeting.

(e) Perform such other duties as may be directed by the Board of Directors.

(f) Serve as Association representative at the National Funeral Directors Association ("NFDA") Issues Forums Meetings. At the President's discretion they may choose another Association member who is also an NFDA member to serve in this role.

2. The President-Elect shall:

(a) Assist the President in the performance of his or her duties.

(b) Preside at meetings of the Association, the Board of Directors and the Executive Committee in the absence of the President.

(c) Becoming acting President in the event of a vacancy in that office.

(d) After having served one year, succeed to the Presidency unless removed.

3. The Secretary-Treasurer shall:

(a) Subject to the order of the Board of Directors, be responsible for the custody of all moneys, securities, deeds and records belonging to the Association.

(b) Serve as the chair of the Finance Committee.

(c) Keep minutes of the Annual Meeting, Board of Directors meetings, and Executive Committee meetings.

(d) Give notice of the meetings of the members of the Association and meetings of the Board of Directors when required in these Bylaws.

(e) Perform such duties as may be directed by the Board of Directors.

ARTICLE VII

COMMITTEES

The following committees shall be standing committees of the Association. No members of the Ohio Board of Embalmers and Funeral Directors shall hold a committee position within the Association.

A. Executive Committee.

The Executive Committee shall consist of the elected officers and the Immediate Past President of the Association. The Executive Committee shall exercise all authority of the Board of Directors of the Association, however conferred, other than that of filling vacancies of the Board of Directors. The Executive Committee shall act only in the intervals between meetings of the Board of Directors and shall be subject to the control and direction of the Board of Directors. All action taken by the Executive Committee shall be reported to the Board of Directors at its first meeting thereafter and shall be subject to revision or rescission by the Board of Directors; provided, however, that rights or third parties shall not be adversely affected by any such action of the Board of Directors.

In every case the affirmative vote of the majority of the members of the Executive Committee shall be necessary for the approval of any action. The Committee shall meet at the call of the President or any three (3) members thereof and shall keep a written record of all actions taken by it.

B. Finance Committee.

The Finance Committee shall consist of at least five (5) Licensed Members. At least three (3) members of the Committee shall be selected from the Board of Directors, including the President-Elect and the Secretary-Treasurer, who shall be the only officers on the Committee. It shall be the duty of the Committee to examine all books and records of the Association, to certify the accuracy of the accounts of the Secretary-Treasurer, and to prepare budget recommendations for the Board.

C. Leadership Development Committee.

The Leadership Development Committee shall have the duty of preparing a slate of nominees for each of the elected offices specified in Article VI of these Bylaws, except for the office of the President. The Leadership Development Committee shall consist of five (5) Licensed Members or Associate Members. At least two (2) of the members of the Leadership Development Committee shall be Past Presidents of the Association. No members of the Leadership Development Committee shall be a candidate for elective office or for the positions of At-Large Director or Regional Director.

D. Master Trust Committee.

The Master Trust Committee shall consist of at least six (6) Licensed Members, four (4) of whom shall be members of the Executive Committee. The two (2) members of the Master Trust Committee who are not members of the Executive Committee must actively participate in the Master Trust in order to serve on the Master Trust Committee.

The Committee shall: (1) review all matters relating to the pre-need investment trust, (2) recommend the action to be taken on such matters, and (3) report all of its activities to the

Board of Directors, which shall decide such matters. No member of the Committee shall be entitled to vote or act upon any matter before the Committee relating to (i) such committee person's rights or benefits under the pre-need investment trust, or (ii) the rights and benefits under the pre-need investments trust of a person or entity affiliated or related to such committee person.

E. Appointment to Committees.

The President shall appoint members to all committees (except the Executive Committee), which appointments shall be subject to approval by the Executive Committee. Past Presidents who are Association members may serve as members of committees of the Association as appointed by the President.

F. Other Committees.

The President shall appoint other committees, workgroups, or task force groups with the consent of the Executive Committee that he or she deems advisable to carry out the activities and promote the purposes of the Association. Reports of all committees shall be submitted to the Board of Directors for approval. Current other committees and workgroups are as follows:

- Allied Memorial Council Workgroup
- Bylaws Committee
- Education Committee
 - Convention Workgroup
 - Exhibit Floor Workgroup
- Legislative Committee
- Mortuary Response Team Policy Committee
 - Ohio Mass Fatality Workgroup
- Scholastic Assistance Committee
- Young Funeral Directors Committee

G. Meetings.

Participation at committee meetings may be by means of any communications equipment if all persons participating can hear each other. All committee meetings shall be governed by the most recent edition of Robert's Rules of Order for Parliamentary Procedure.

Any action which may be authorized or taken at a committee meeting, may be authorized or taken without a meeting with the affirmative vote or approval of, and in writing or writings signed by all of the committee members, which writing or writings shall be filed with or entered upon the records of the Association.

H. Ex-Officio Members of Committees.

The Officers of the Association shall serve as ex officio members of all committees except the Leadership Development Committee. The President and President-elect serve as ex officio members of the Leadership Development Committee. Officers serving as ex officio members of a committee shall be counted in determining a quorum and shall be authorized to vote on all committee matters.

I. Quorum and Required Vote.

A majority of the whole authorized number of committee members shall constitute a quorum for the transaction of business. Except as otherwise provided in these Bylaws, the act of a majority of the committee members present at a meeting at which quorum is present is the act of the committee.

J. Vacancies, Removal, Term.

Any vacancy in a committee, other than the Executive Committee, may be filled for the unexpired term by the President, subject to approval by the Executive Committee. Any committee member, other than a member of the Executive Committee, may be removed by the President with the consent of the Executive Committee. Unless provided otherwise in these Bylaws, all committee members shall serve for a term of one (1) year and until their successors are chosen.

ARTICLE VIII

TERMINATION OF MEMBERSHIP AND REINSTATEMENT

A. Termination.

Membership in the Association may be terminated by action of the Board of Directors:

(1) For failure to pay dues on or before the last day of February of the current fiscal year;

(2) For revocation of the license of a member by the Board of Embalmers and Funeral Directors of Ohio or similar state board, which revocation is pursuant to a final nonappealable order; or

(3) By a vote of not less than two-thirds of the members of the Board of Directors present at any meeting of the Board of Directors, at which a quorum is present, for violation of these Bylaws or any code of ethics hereafter adopted by the Board of Directors or members of the Association.

Notwithstanding the foregoing, membership in the Association shall not be terminated pursuant to Subparagraph A(2) and A(3) of this Article VIII until and unless the member has been given notice not less than fifteen (15) days prior to the date fixed for the meeting of the Board of Directors, informing the member of (1) the grounds for termination of membership, (2) the right to appear in person, by designated representative or by counsel, at such meeting to present the member's position, (3) the right to submit a written statement of the member's position, and (4) the time and place of the meeting at which the Board of Directors will vote on the proposed termination.

B. Reinstatement.

A former member of the Association, whose membership was previously terminated in accordance with Section A of this Article VIII, may apply for reinstatement for membership in the Association. The Secretary/Treasurer and Executive Director shall conduct an investigation into the facts supporting the former member's termination and shall determine whether such facts continue to exist. The Secretary/Treasurer and Executive Director shall report its findings in writing to the Executive Committee, if necessary. The former member may be reinstated to membership if the member meets the application standards as outlined in Article III F. Reinstatement will follow the processes as outlined in Article III F.

ARTICLE IX

INDEMNIFICATION AND INSURANCE

A. Mandatory Indemnification.

The Association shall indemnify any Director, officer, employee, agent or volunteer of the Association who was or is a party or is threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, any action threatened or instituted by or in the right of the Association), by reason of the fact that he or she is or was a Director, officer, employee, agent or volunteer of the Association, or is or was serving at the request of the Association as a Director, trustee, officer, employee, agent or volunteer of another corporation (domestic or foreign, nonprofit or for profit), partnership, joint venture, trust or other enterprise against expenses (including, without limitation, attorneys' fees and transcript cost), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe that his or her conduct was unlawful. A person claiming indemnification under this Paragraph A shall be presumed, in respect of any act or omission giving rise to such claim for indemnification, to have acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Association and with respect to any criminal matter, to have had no reasonable cause to believe his or her conduct was unlawful, in determination of any action, suit or

proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, rebut such presumption.

B. Court Approved Indemnification.

Anything contained in these Bylaws or elsewhere to the contrary notwithstanding:

(1) the Association shall not indemnify a Director, officer, employee, agent or volunteer of the Association who was a party to any completed action or suit instituted by or in the right of the Association to procure a judgment in its favor by reason of the fact that he or she is or was a Director, officer, employee, agent or volunteer of the Association or is or was serving at the request of the Association as a director, trustee, officer, employee, agent or volunteer of another corporation (domestic or foreign, nonprofit or for profit), partnership, joint venture, trust or other enterprise, in respect of any claim, issue or matter asserted in such action or suit as to which he or she shall have been adjudged liable for acting with reckless disregard for the best interest of the Association in the performance of his or her duty to the Association unless and only to the extent that the Court of Common Pleas of Franklin County, Ohio or the court in which action or suit was brought shall determine upon application of liability, and in view of all the circumstances of the case, he or she is fairly and reasonably entitled to such indemnity as such Court of Common Pleas or such other court shall deem proper; and

(2) the Association shall promptly make any such unpaid indemnification as is proper by a court to be proper as contemplated by this Paragraph B.

C. Indemnification for Expenses.

Anything contained in these Bylaws or elsewhere to the contrary notwithstanding, to the extent that a Director, officer, employee, agent or volunteer of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph A, or in defense of any claim, issue or matter therein, he or she shall be promptly indemnified by the Association against expenses (including, without limitation, attorneys' fees, filing fees, court reporters' fees and transcript costs, actually and reasonably incurred by him or her in connection therewith).

D. Determination Required.

Any indemnification required under Paragraph A and not precluded under Paragraph B shall be made by the Association only upon a determination that such indemnification of the Director, officer, employee or volunteer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Paragraph A. Such determination may be made only (1) by a majority vote of a quorum of the Board of Directors consisting of Directors who were not and are not parties to, or threatened with, any such action, suit or proceeding, or (2) if such a quorum is not obtainable or if a majority of a quorum of disinterested Directors so directs, in an written opinion by independent legal counsel other than an attorney, or a firm associated with an attorney, who has been retained by or who has performed services for the

Association or any person to be indemnified, within the past five years, or (3) by the members, or (4) by the Court of Common Pleas of Franklin County, Ohio or if the Association is a party thereto, the court in which such action, suit or proceeding was brought, if any; any such determination may be made by a court under Subparagraph (4) of this Paragraph D at any time (including, without limitation, any time before, during or after the time when any such determination may be requested of, be in consideration by or have been denied or disregarded by the disinterested Directors under Subparagraph (1) or by independent legal counsel under Subparagraph (2) or by the members under Subparagraph (3) of this Paragraph D); and no failure for any reason to make any such determination, and no decision for any reason to deny any such determination, by disinterested Directors under Subparagraph (1) or by independent legal counsel under Subparagraph (2) or by members under Subparagraph (3) of this Paragraph D shall be evidence in rebuttal of the presumption recited in Paragraph A. Any determination made by the disinterested Directors under Subparagraph (1) or by independent legal counsel under Subparagraph (2) of this Paragraph D to make indemnification in respect of any claim, issue or matter asserted in an action or suit threatened or brought by or in the right of the Association shall be promptly communicated to the person who threatened or brought such action or suit, and within ten (10) days after receipt of such notification such person shall have the right to petition the Court of Common Pleas of Franklin County, Ohio or to the court of which action or suit was brought, if any, to determine the reasonableness of such determination.

E. Advances for Expenses.

Expenses (including, without limitation, attorneys' fees, filing fees, court reporters' fees and transcript costs) incurred in defending any action, suit or proceeding referred to in Paragraph A shall be paid by the Association in advance of the final disposition of such action, suit or proceeding to or on behalf of the Director, officer, employee or volunteer promptly as such expenses are incurred by him or her, but only if such Director, officer, employee or volunteer shall first agree, in writing, to pay all amounts so paid in respect of any claim, issue or other matters asserted in such action, suit or proceeding of defense of which he or she shall not have been successful on the merits or otherwise:

(1) unless it shall ultimately be determined as provided in Paragraph D that he or she is entitled to be indemnified by the Association as provided under Paragraph A; or

(2) if, in respect of any other claim, issue or other matter asserted by or in the right of the Association in such action or suit, he or she shall have been adjudged to be liable of acting with reckless disregard for the best interest of the Association or misconduct (other than negligence) in the performance of his or her duty to the Association unless and only to the extent that the Court of Common Pleas of Franklin County, Ohio or the court of which such action or suit was brought shall determine upon application that, despite such adjudication of liability, and in view of all the circumstances, he or she is fairly and reasonably entitled to all or part of such indemnification.

F. Article IX Not Exclusive.

The indemnification provided by this Article IX shall not be deemed exclusive of any other right to which any person seeking indemnification may be entitled under the Articles or these Bylaws or any agreement, vote of members or disinterested Directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or volunteer of the Association and shall inure to the benefit of the heirs, executors and administrators of such a person.

G. Insurance.

The Association may purchase and maintain insurance or furnish similar protection, including but not limited to letters of credit, trust funds or self-insurance, on behalf of any person who is or was a Director, officer, employee, agent or volunteer of the Association or is or was serving at the request of the Association as a Director, trustee, officer, employee, agent or volunteer of another corporation (domestic or foreign, nonprofit or for profit), partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or rising out of his or her status as such, whether or not the Association would have the obligation to indemnify him or her against such liability under the provisions of this Article IX.

H. Venues.

Any action, suit or proceeding to determine a claim for indemnification under this Article IX may be maintained by the person claiming such indemnification or by the Association in the Court of Common Pleas of Franklin County, Ohio. The Association and any such person (by claiming such indemnification) consent to the jurisdiction over it or his or her person by the Common Pleas Court of Franklin County, Ohio in any such action, suit or proceeding.

I. Certain Definitions.

For purposes of this Article IX, and as examples and not by way of limitation:

(1) a person claiming indemnification under Article IX shall be deemed to have been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph A, in defense of any claim, or in defense of any claim, issue or other matter therein, if such action, suit or proceeding shall be terminated as to any such person, with or without prejudice, without the entry of a judgment or order against him or her, without a conviction of him or her, without the imposition of a fine upon him or her and without his or her payment or agreement to pay any amount in settlement thereof (whether or not any such termination is based upon a judicial or other determination of the lack of merit of the claims made against him or her or otherwise results in a vindication of him or her);

(2) reference to an "other enterprise" shall include any employee benefit plan, any insurance trust, any preneed master trust or other similar plan or trust in which the Association is a participant or sponsor; references to a "fine" shall include, but shall not be limited to, any

excise taxes assessed on a person with respect to an employee benefit plan, insurance trust, preneed master trust or other similar plan or trust in which the Association is a participant or sponsor; and references to “serving at the request of the Association” shall include any service as a Director, officer, employee or volunteer with respect to an employee benefit plan, insurance trust, preneed master trust or other similar plan or trust in which the Association is a participant or sponsor, its participants or beneficiaries; and a person who acted in good faith and in a manner he or she reasonably believed to be in the best interest of the participants and beneficiaries of an employee benefit plan, insurance trust, preneed master trust or other similar plan or trust in which the Association is a participant or sponsor shall be deemed to have acted in a manner “not opposed to the best interest of the Association” within the meaning of that term as used in this Article IX; and

(3) the term “volunteer” shall mean a Director, officer or committee member of the Association or another corporation, or another person associated with the Association or another corporation, who performs services for or on behalf of, and under the authority or auspices of the Association or that corporation and does not receive compensation, either directly or indirectly, for performing those services. For purposes of this section, “compensation” does not include (a) actual and necessary expenses that are incurred by a volunteer in connection with the services performed for the Association or another corporation and that are reimbursed to the volunteer or otherwise paid; (b) liability insurance premiums paid on behalf of a volunteer, an indemnification amounts paid, reimbursed or advanced pursuant to this Article IX or any other arrangements; or (c) modest perquisites.

ARTICLE X

DUES

A. Initial Dues.

Application for membership in the Association must be accompanied by initial dues, if payable.

B. Dues Schedule.

Initial and renewal dues required to be paid by members of the Association shall be set forth in the dues schedule approved by the Board of Directors. All renewal dues shall be due and shall be paid annually in advance on the first day of February each year.

C. Failure to Pay Dues.

Any member who fails to pay renewal dues by the 31st day of January shall be given notice in writing to that effect. In order to be paid in a timely fashion, the payment must be postmarked by January 31st or may be paid electronically on or before that date. If such dues are not paid by January 31st, the delinquent dues and a late fee of \$50 shall be paid on or before the last day of February or membership shall be terminated.

ARTICLE XI

FISCAL YEAR

The fiscal year of the Association shall end on the 31st day of December in each year or such other date as may be fixed from time to time by the Board of Directors.

ARTICLE XII

AMENDMENTS

These Bylaws may be altered, amended or repealed at any meeting of the Board of Directors by a two-thirds vote of the members of the Board of Directors present at any meeting of the Board of Directors, which a quorum is present, provided that the proposed action is inserted in the notice of the meeting which shall be given at least fourteen (14) days before such meeting.