

CODE OF REGULATIONS OF THE OHIO CEMETERY ASSOCIATION

An Association of Ohio Cemeteries, Crematories & Funeral Homes

ARTICLE I

Purpose

The purpose of the Association shall be: To provide support to Ohio Cemeteries, Funeral Homes and Crematories through training, education and legislative assistance and to instill a spirit of cooperation and fellowship among its members and peer groups throughout the State of Ohio.

ARTICLE II

Members

The Members of the Association shall be those organizations and persons (including any corporation, whether profit or nonprofit) that own, develop, manage or service cemeteries, funeral homes, mausoleums and crematories in Ohio.

Member Classes

There shall be five (5) classes of Membership:

Class A – Active Members (Voting Members) shall include organizations that own or are actively engaged in the ethical operation of cemeteries, funeral homes, or crematories, or are engaged in the sale of goods and services thereof. Active Members shall be entitled to one vote per location in good standing, not to exceed a total of three (3) votes for multi location operations.

The Board of Directors has set the annual dues for Active Members as stated in the current dues structure.

Class B – Supplier Members shall include organizations and persons that supply goods or services to the death care industry. Supplier Members shall have no voting rights.

The Board of Directors has set the annual dues for Supplier Members as stated in the current dues structure.

Class C – Associate Members shall include additional personnel of organizations, cemeteries, funeral homes and crematories holding an Active or Supplier Membership. Associate Members shall have no voting rights.

The Board of Directors has set the annual dues for Associate Members as stated in the current dues structure.

Class D – Honorary Members shall include any person the Board of Directors may see fit to recognize with such honor. Honorary Members shall have no vote, may not hold office and will be exempt from annual dues assessments.

Application for Membership

- A. All applications for Membership shall be filed in writing with the Secretary who will provide application forms upon request. The Secretary shall promptly transmit all properly completed Membership applications to the chair of the Membership Committee. The Membership Committee shall review the qualifications of all applicants and make a recommendation to the Board of Directors as to classification and acceptance of the applicant.
- B. The Secretary shall notify the applicant relative to the action taken on the application.
- C. Any action taken by the Board of Directors concerning membership may be reviewed at the Annual Meeting if further action is required. A two-thirds (2/3) majority vote of the Voting Members is necessary to alter any previous action taken by the Board of Directors.

Termination of Membership

A member may resign at any time. A member may be expelled for gross moral turpitude or for acts tending to injure the reputation of the Association. Expulsion of a member must be approved by a vote of at least two-thirds of the members present for voting.

Annual Dues

Annual dues payments are required by January 1 of each calendar year. Should any Member fail to pay its annual dues at such time, the Member will be notified accordingly by the Secretary. If the Member fails to respond with a dues payment within thirty (30) days of written notification, their name will be deleted from the membership list. If such Member pays the delinquent dues within a period of sixty (60) days from the mailing of the notice, the Member's name shall be restored to the membership list.

Meetings

- A. An annual meeting shall be held at a location determined by the Board of Directors, Reports, educational programs and other association business may be conducted at that meeting as designated by the Board of Directors.
- B. Regular meetings of the Members may be held at periodic intervals between annual meetings and at such time as determined by the Board of Directors.
- C. Special meetings may be called by the President through a written notification to all members, not less than ten (10) days before the day of the meeting.

Place of Meetings

Regular meetings of the Members may be held at any place within the State of Ohio. The site for all meetings will be determined by the Board of Directors.

Notice of Member Meeting

- A. Each Member shall furnish the Secretary with an address to which notices of meetings and other notices or correspondence may be addressed.

- B. Written notice of the time, place and purpose of the annual meeting shall be published in official trade journals and/or applicable web sites. Written notice of the time and place of each regular or special meeting shall be provided to each Member through electronic mail or postal delivery at least thirty (30) but not more than sixty (60) days before each such meeting.
- C. The Secretary shall, upon the written request of any person or persons entitled to call a meeting of the Members, deliver such notice to the President. Upon review, the President or Secretary will respond to the requestor within thirty (30) days of receiving such written request.
- D. Every notice of a special meeting of the Members must state briefly the purpose specified by the person or persons calling such meeting.

Quorum and Manner of Action

For purposes of transacting business at any meeting of the Members, the number of Voting Members present at such meeting shall constitute a quorum. Except where provided otherwise herein, whenever such Members are required to approve, take, or exercise any action, authority, or discretion, a majority vote of the Voting Members at a meeting will be required. No Member may vote by proxy. The following circumstances will be considered a vote:

- 1. a vote of the Voting Members in attendance at any meeting of the Members;
- 2. by written consent or ballot vote received by the Association prior to the action for which the consent or vote was solicited within thirty (30) calendar days from the date such request was originally dispatched by the Association.

The Order of Business for the annual meeting of the Members shall be as follows:

- A. Call to order
- B. Reading of the Secretary/Treasurers report and approval of such
- C. Address of the President
- D. Reception of new Members
- E. Reports of other Officers and committees
- F. Unfinished business
- G. Nomination and election of Board of Directors
- H. New Business
- I. Adjournment

Action without Meeting

To the extent permitted by Ohio law, any action which may be authorized or taken at a meeting of the Members, may be taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, all Voting Members. For purposes of this section, a signed writing shall include any original document or photo copy bearing the authorized signature of a Member.

Any such writings shall be filed with, or entered upon the records of the Association.

ARTICLE III

Board of Directors

General Powers

The powers of the Association shall be exercised, its business and affairs conducted, and its property managed under the direction of the Board of Directors, except as otherwise provided by the law of the State of Ohio, by the Articles of Incorporation, or by this Code of Regulations.

Bylaws

The Board of Directors may adopt Bylaws to govern its own proceedings so long as the Bylaws are consistent with the laws of the State of Ohio, the Articles of Incorporation and this Code of Regulations.

Number

- A. The Board shall consist of (7) members.
- B. Without amendment to this Code of Regulations, the number of Directors may be fixed or changed by resolution of the Members.
- C. No reduction of the number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office.

Election, Classification and Term

- A. The Board at its first meeting following elections beginning in 2010 shall elect Officers.
- B. A transitional Board of Directors as depicted in (a) of this section shall be determined by Appendix A.
- C. All Directors shall be subject to term limits. Those limits will be for a period of three years, with an option of a one year renewal if so recommended by a unanimous vote of the Board of Directors. Appendix "A" will clearly define the number of and term limit of all directors. Each Director shall hold office until a successor is elected. There shall be no limit to the number of terms a Director may serve.

Meetings

- A. Regular meetings of the Board of Directors may be held at such periodic intervals between annual meetings and at such time as the Directors may specify.
- B. Special meetings of the Board of Directors may be called by the President or any three (3) members of the Board of Directors by submitting written request therefore to the Secretary.
- C. Meetings of the Board of Directors may be held at any place in or outside the State of Ohio. If no designation is made, the meeting will be held at a Central Ohio location to facilitate ease of access for all Board Members.

Electronic Meetings

Where travel restrictions or schedules may preclude a site assembly, a meeting of the Board of Directors may be held through electronic communication, pursuant to the laws of the State of Ohio. All notices will be delivered at least three (3) days prior to the scheduled date of the meeting.

Meeting Notices

- A. Written notice of the time and place of each meeting of the Board of Directors shall be given each Director either by personal delivery, electronic mail or any other means of communication authorized by the Board of Directors. All notices will be delivered at least ten (10) days prior to the scheduled date of the meeting.
- B. Any Director may waive notice of the time and place of any meeting of the Board of Directors. However, they will be subject to the attendance requirements of active Board Members.

Quorum and Manner of Action

- A. A majority of the current Directors shall constitute a quorum for transaction of business at any meeting of the Board of Directors.
- B. In the absence of a quorum at any scheduled meeting of the Board of Directors, a majority of those present may adjourn the meeting.
- C. The act of a majority of the Directors present at a meeting at which a quorum is realized shall authorize subsequent Board action unless a greater number is required by law or through the Articles of Incorporation.
- D. The Board of Directors at its discretion may bring issues before the Voting Members when a consensus of the membership is required.

Action by Board of Directors without Meeting

- A. To the extent permitted by Ohio law, any action which may be authorized or taken at a meeting of the Directors, may be taken without a meeting, consistent with the written approval of all Directors. Electronic or postal mail will be considered authorized documentation.
- B. Any such documentation will be recorded accordingly in Association files and /or electronic databases.

Resignations

- A. Any Director of the Association may resign at any time by giving written notice to the President or Secretary.
- B. A resignation shall take effect at the time specified therein, and unless otherwise specified shall become effective upon delivery. The acceptance of any resignation shall not require Board action.

Removal

- A. Any Director may be removed, with or without cause, at any time by the affirmative vote of a majority of the Directors then in office.
- B. Any Director who is unexcused at two (2) consecutive scheduled Board meetings mayl thereby forfeit his/her position of office upon the affirmation vote of a majority of Directors then in office. Such person has the right to appeal through written notification to the Secretary within ten (10) days after receipt of written notification of removal. Reinstatement will be subject to majority approval of the Board of Directors.

Vacancies

Any vacancy in the number of Directors may be filled by the Board of Directors until the next general business meeting of the members. Until such action, quorum requirements will be adjusted accordingly.

Ex Officio Members

The Board of Directors may appoint one or more persons as ex officio members of the Board of Directors. However, they will have no voting rights.

ARTICLE IV

Committees

Committees of Directors

- A. The Board of Directors may, by resolution, appoint committees of the Directors to consist of one or more Directors.
- B. The designation of such committees and the delegation thereto of such authority are not intended to relieve the Board of Directors, or any individual Director of any responsibility imposed by law.
- C. Each committee shall assist the Board of Directors and will be subject to the control and direction of the Board of Directors.
- D. Each committee shall keep regular minutes of all meetings and other business and shall report to the Board of Directors as required.

Alternate and Ex Officio Members

- A. The Board of Directors may appoint one or more Directors as alternate members of any committee. Alternate members may take the place of any absent member or members of any established committee.
- B. The Board of Directors may appoint one or more persons (including persons who are not Directors) as ex officio members of any committee.

Authority and Manner of Acting

- A. Unless otherwise provided in this Code or ordered by the Directors, any such committee shall act by a majority of its members at a meeting or by a writing or writings signed by all of its members who would be entitled to vote at such meeting.
- B. Committee meetings may be held through electronic communications or any other media approved by the Director of the respective committee.

Standing Committees

The following Standing Committees shall be filled with members appointed by the Board of Directors, upon recommendation by the President.

- A. **EXECUTIVE COMMITTEE:** The Executive Committee Members may be made up by the President, Vice President, Secretary and/or Secretary Treasurer of the Association. During intervals between the meetings of the Board of Directors, they possess and may exercise all of the powers of the Board of Directors in the management of the Association's affairs. Notwithstanding the foregoing, the Executive Committee shall not have the authority of the Board of Directors in reference to electing, appointing, or removing any member of the Executive Committee, Director, or Officer of the Association; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the

Association's property and assets; authorizing the voluntary dissolution of the Association or revoking proceedings therefor; adopting a plan for the distribution of the Association's assets; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by the Executive Committee.

- B. **LEGISLATION:** The Legislation Committee shall monitor, review and lobby for legislation that affects the death care industry.
- C. **BY-LAWS:** The By-laws Committee shall prepare and present any amendments to the Code of Regulations for circulation to the entire membership thirty (30) days prior to the annual meeting of the Voting Members.
- D. **FINANCE & AUDITING:** The Finance Committee shall study, consider and suggest ways and means for the investment of Association funds so as to provide maximum protection with the best return possible.
- E. **MEMBERSHIP/ SUPPLIER RELATIONS:** The Membership Committee will focus on the growth and sustainability of the Association and verify the qualifications of individuals, corporations and suppliers applying for membership. It shall be the focus of this committee to maintain open communication with members and suppliers. The Association and its Members will work closely with suppliers to ensure that arrangement of displays and supplier goods are consistent with the objectives of the meeting or convention.
- F. **ANNUAL CONVENTION:** The Annual Convention Committee will be responsible for site and program development. This will include, but not be limited to: advertising, program booklets, registration forms, critique forms and other items necessary to ensure the success of the event.
- G. **ADVERTISING:** The Advertising Committee shall be responsible for the gathering of content, the creation and distribution and management of the Association's newsletter and website.
- H. **NOMINATING:** The Nominating Committee shall prepare lists of qualified candidates for election to the Board of Directors and shall nominate such candidates at the annual meeting of the Board. The Nominating Committee shall distribute the list of qualified candidates to the secretary at a minimum of 30 days prior to the next business meeting at the annual convention. Any active member, in good standing, may nominate a candidate for election to the Board of Directors at the business meeting of the annual convention.
- I. **OHIO CEMETERY DISPUTE RESOLUTION:** (OCDRC) The Ohio Cemetery Dispute Resolution Committee shall report on issues coming before the Ohio Cemetery Dispute Resolution Committee.
- J. **ALLIED COUNCIL:** The Allied Council Committee shall provide representation to the Allied Memorial Council, report activities of Allied Memorial Council Meetings and promote honorable and ethical practices in the allied industries for the best interest of the public. Allied Council is currently inactive.
- K. **SALES & EMPLOYEE AWARDS & CONFERENCE COMMITTEE:** This committee will focus on the annual Sales and Employee Awards program, the Spring Conference, the Fall Maintenance Seminars and the Annual meeting of the Association. Sales and Employee personnel will be recognized during the Awards Program for outstanding performance during the previous year, whereas the Spring Conference and Annual Convention will focus on all aspects of cemetery operations. All events will be geared toward creating more value for members and the general public as well.
- L. **OUTSTANDING CEMETERIAN ACHIEVEMENT AWARD:** The Outstanding Cemeterian Achievement Award Committee will select an individual for special recognition. An individual with outstanding character, reputation and achievement in the Ohio Cemetery, Crematory and Funeral Home Industry. A person who has made a valuable contribution to the Association.

ARTICLE V

Officers

Section 5.01 Duties of Officers

- A. **PRESIDENT:** The President shall be the chief executive officer of the Association, shall preside at all meetings of the Members and the Board of Directors, shall have general supervision and management of the affairs of the Association, subject, however to the control of the Board of Directors and the Members, and shall perform all such other duties as are incident to the office.
- B. **VICE-PRESIDENT (President-Elect):** The Vice-President shall perform all such duties as may be required of the Vice-President, by the Board of Directors, or the President. In the absence or inability of the President, shall be empowered to exercise and perform the duties of the President.
- C. **SECRETARY:** The Secretary shall keep the minutes of all meetings of the Board of Directors and the Members; shall have charge of all corporate books; shall maintain a database listing the name and address of each Member, the date of admission to membership, and the class to which each Member belongs; shall issue all required notices of meetings of the Members and the Board of Directors; shall be an ex-officio member and secretary of all committees unless otherwise provided when such committees are created; and shall make such reports and perform other duties that as are incident to the office or properly required by the Board of Directors or Association President. At the expiration of the term of employment of the Secretary, the Secretary shall deliver all books and electronic files pertaining to the Association to the successor Secretary.
- D. **TREASURER:** The Treasurer shall have custody of all monies of the Association and shall keep accurate records of all accounts. The Treasurer shall disburse the funds of the Association as may be ordered by the Board of Directors or the President; shall render a quarterly and annual account of all transactions as Treasurer; shall sign or countersign such instruments requiring the Treasurer's signature including but not limited to all Association checks which shall also be approved in advance by the President. Such approval may be given by means of electronic communication or postal mail. The treasurer shall give bond for the faithful discharge of his or her duties in such sum as the Board of Directors shall from time to time determine; and perform all further duties incident to the office or that are properly required of the Treasurer by the Board of Directors or the President. At the expiration of the term of employment of the Treasurer, the Treasurer shall deliver to the successor Treasurer all the property, funds, books and files of the Association in the Treasurer's possession. The books and records shall be audited prior to the annual meeting of the Members.
- E. Each of the President, the Secretary and the Treasurer shall have the authority jointly or severally to sign, execute and deliver in the name of the Association any deed, mortgage, bond, instrument, agreement or other document evidencing any transaction authorized by the Board of Directors, except where the signing or execution thereof shall have been expressly delegated to another officer or person on the Association's behalf.
- F. The Supplier Representative will be appointed by the Board of Directors for a term of three years. Supplier Representative to participate at board meetings and in conference calls to assist and discuss business for the Association. Supplier Representative will have no voting rights.
- G. In the absence of any officer or assistant officer or for any other reason which the Board of Directors may deem sufficient, the Board of Directors may delegate the authorities and duties of any officer, or any assistant officer to any other officer, assistant officer or to any Director.

In addition to the foregoing, each officer or assistant officer shall perform all duties as may be required from time to time or directed by this Code of Regulations or by the Board of Directors or any committee as provided herein.

ARTICLE VI

Salaries

Section 6.01

The Board of Directors shall fix the salary of the Secretary, Treasurer and any other paid officers of the Association.

ARTICLE VII

Indemnification and Insurance

Section 7.01 Indemnification

- A. To the fullest extent not prohibited by Ohio law, the Association shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the Association to procure a judgment in its favor, by reason of the fact that the person is or was a Director, officer, employee, or agent of or a volunteer of the Association, or is or was serving at the request of the Association as a Director, officer, employee, Member, manager, or agent of or a volunteer of another domestic or foreign nonprofit corporation or business corporation, a limited liability company, or a partnership, joint venture, trust, or other enterprise against expenses, including attorney's fees, actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Association.
- B. Each request or case of or on behalf of any person who is or may be entitled to indemnification for reason other than by being or having been a Director or officer of the Association shall be reviewed by the Board, and indemnification of such person shall be authorized by the Board only if it is determined by the Board that indemnification is proper in the specific case, and, notwithstanding anything to the contrary in this Code, no person shall be indemnified to the extent, if any, it is determined by the Board or by written opinion of legal counsel designated by the Board for such purpose that indemnification is contrary to applicable law.

Section 7.02 Insurance

The Association may, as the Board of Directors may direct, purchase and maintain such insurance on behalf of any person who is or at any time has been a Director, officer, employee or other agent of or in a similar capacity with the Association, or who is or at any time has been, at the direction or request of the Association, a Director, officer, administrator, manager, employee, Member, advisor or other agent of or

fiduciary for any other corporation, partnership, trust, venture or other entity or enterprise including any employee benefit plan against any liability asserted against and incurred by such person.

ARTICLE VIII

Amendment

Section 8.01 Amendment

- A. This Code of Regulations may be amended from time to time by a majority vote of the Board of Directors.
- B. Any change in the Code of Regulations as adopted by the Board of Directors may be changed, amended or rescinded by a majority vote of the Voting Members.
- C. Written notice of any changes made to the Code of Regulations by the Board of Directors since the last meeting of the Members shall be distributed to each Voting Member at least thirty (30) days before the next general business meeting of the Members.

This Code of Regulations is effective as of October 13, 2015

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