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DRAFT BY-LAWS OF THE FUNERAL CONSUMERS ALLIANCE OF EASTERN MASSACHUSETTS
AN AFFILIATE OF THE NATIONAL FUNERAL CONSUMERS ALLIANCE

ARTICLE I. PURPOSE

Section 1. The Funeral Consumers Alliance of Eastern Massachusetts was founded in 1962 in Boston as the “Memorial Society of Massachusetts” and is referred to herein as FCAEM or the Alliance. It is a non-sectarian, non-profit, membership organization. The mission is to promote and protect the rights of consumers to access meaningful, dignified, and affordable final arrangements and to educate and assist consumers with that process.

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

ARTICLE II. MEMBERSHIP

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

Section 2. The Board of Directors will define membership and any dues.

Section 3. Members will be eligible to vote in elections.

Section 4. Membership may be terminated for cause by a majority vote of the board.

ARTICLE III. BOARD OF DIRECTORS

Section 1. The policies, management and administration of this corporation shall be vested in the board of directors, elected by the members at the annual meeting. Directors’ meetings may be called either by the president or upon request of three directors. The board will consist of five (5) officers and up to six (6) other directors.

Section 2. Each director shall sign a conflict of interest statement, to be filed with the minutes. This statement will list the person’s involvement with any funeral or end-of-life business. Where the director’s personal business is involved s/he shall not vote on any related decisions.

Section 3. Directors shall serve staggered two-year terms. New director terms begin and outgoing director terms end on the date of the first meeting of the board following the annual meeting.

Section 4. For the initial board of directors, the President and Membership Secretary will be elected for two years, and the Vice President, Treasurer and Clerk will each be elected for a one year term. Three directors will be elected for a term of two years and up to three directors will be elected for a term of one year, creating a board of no more than eleven members.

Section 5. Whenever a vacancy exists on the board of directors, the president may appoint, with the approval of the board, a replacement to serve until the next annual meeting. At that meeting, the membership shall elect a director to serve the unexpired portion of the term.

Section 6. Directors shall serve on the board without pay.

Section 7. Decisions outside a meeting may be made by electronic or phone voting.

Section 8. Any director may be removed by a two-thirds vote of all other directors at a regularly called board meeting.

ARTICLE IV. OFFICERS

The officers will be: President, Vice President, Clerk, Treasurer and Membership Secretary. The officers shall constitute the Executive Committee, which has the authority to act for the board between board meetings, and which may perform such tasks and fulfill such responsibilities as the board may delegate to it.

ARTICLE V. DUTIES OF OFFICERS AND BOARD OF DIRECTORS

Section 1. The President shall preside over all meetings and in the absence of the president, the vice president or another director shall preside.

Section 2. The Clerk shall record all meetings of FCAEM and of the Board of Directors, and shall oversee voting in elections. Minutes of all meetings will be sent to board members.

Section 3. The Treasurer shall be responsible for the funds and financial records. The treasurer has the full power to sign and endorse checks, except as modified by the board. The treasurer shall make a financial report at the annual meeting of the Alliance and report regularly to the board. The treasurer shall also submit all financial reports to any local, state or federal governmental agency as required by law. Financial records will be made available for review annually or as directed by the board.

Section 4. The Vice President shall act in place of the president when the president is absent.

Section 5. The Membership Secretary shall manage membership applications, send planning or outreach materials as needed, forward checks to the treasurer and send new contact or membership information to the database manager.

Section 6. The board will annually set policies defining: officers who may sign checks, and the amounts which may be spent without prior board approval, checks requiring two signatures and authorization for signing contracts for FCAEM.

Section 7. The board shall meet within six weeks after the annual meeting, not less than three times a year, and at such other times as the president may require. Attendance at board meetings may be either in person or by electronic means.

Section 8. Notice of board meetings will be posted on the website and/or emailed.

Section 9. It shall be the duty of the board of directors to approve all questions of policy affecting the operation of the Alliance.

Section 10. Any director or other elected officer may resign his/her office at any time, such resignation to be made in writing, and to take effect from the time of its receipt by the Alliance, unless some other time is fixed in the resignation. A director may be removed from office upon vote at a regularly scheduled board meeting of a two-thirds majority of the other directors.

ARTICLE VI. ELECTIONS

Section 1. The election of directors and officers shall be held at the annual meeting.

Section 2. The president shall appoint a Nominating Committee of two to three members to make recommendations to the board. Members may submit written suggestions to the nominating committee. The list of nominations shall be included in the agenda for the meeting furnished to the membership.

Section 3. Following the vote on the proposed slate, nominations for any existing vacancies may be made from the floor and submitted to the board of directors for it to fill the position until the next annual meeting.

ARTICLE VII. VOTING

Section 1. Each eligible member shall have one vote. A quorum for membership meetings will consist of at least 15 members.

Section 2. Motions will pass with a simple majority.

ARTICLE VIII. MEMBERSHIP MEETINGS

Section 1. The annual meeting of the Alliance will be held at a time and place within the

service area to be designated by the board of directors. Members shall be notified not less than 14 days prior to the meeting, normally by a prominent item in the newsletter, website and, possible, by email notification.

Section 2. The president shall call a special meeting of the members upon the written request or petition of 15 members of FCAEM or upon the request of a majority of the board. Notice of such a special meeting shall be made to all members 14 days prior to the meeting. Such notice shall include a statement of the purpose or object of the meeting.

ARTICLE IX. QUORUM

Section 1. At any meeting of the membership, a quorum shall consist of 10% of the total enrolled membership, or 15 members, whichever is the lesser.

Section 2. At all meetings of the board of directors, a quorum shall consist of five directors, and the board may act by a majority of those present.

ARTICLE X. AMENDMENTS

These bylaws may be amended by a two-thirds vote of the members present at any annual meeting or properly called special meeting of the membership, provided members have been notified of proposed changes not less than 14 days prior to the meeting.

ARTICLE XI. RECIPROCITY AND TRANSFERS

Section 1. FCAEM honors reciprocity and rights of transfer for any member of any other Alliance affiliated with the national Funeral Consumers Alliance.

Section 2. The benefit of reciprocity, as articulated by the national Funeral Consumers Alliance, means that each affiliate will provide to members of other affiliates, should need arise while they are traveling in its area, the usual service, advice and assistance it provides to its own members. This reciprocity will be included in all contracts or agreements.

Section 3. A member moving into the area of another affiliate shall be welcomed as a member in good standing, without payment of additional enrollment, upon the request of the transferring member. Where necessary, a donation may be requested to cover costs associated with making the transfer.

ARTICLE XII. FINANCIAL REVIEW

At least one month before the close of the fiscal year, the president shall appoint one or two members from the membership at large or an accountant to review the financial records, --unless an audit by a certified public accountant is requested by a majority of the board of directors. Their report will be delivered to the clerk two weeks before the close of the fiscal year. The results of the financial review shall be reported to the board before being presented to the membership at the annual meeting as part of the treasurer's report.

ARTICLE XIII. FISCAL YEAR

The fiscal year shall be determined by the board of directors.

ARTICLE XIV. DISSOLUTION

Section 1. In the event of dissolution of this corporation, assets remaining after payment of all liabilities will be remitted to the national Funeral Consumers Alliance, Inc., a 501 (c)(3) corporation, or to another FCA affiliate with the same mission as FCAEM. No part of such distribution shall inure to any member of the Funeral Consumers Alliance of Eastern Massachusetts. Such dissolution shall be implemented as provided under Chapter 180, Section 11A of the Massachusetts General Laws.

Section 2. A list of members will be turned over to the national Funeral Consumers Alliance if no other local organization is available to serve those members.

Approved by the Board of Directors: _____, 2019

Adopted by the Membership: _____, 2019