

BYLAWS

TEXAS FUNERAL DIRECTORS ASSOCIATION, INC.

As Amended TBD 2015

ARTICLE I

NAME

The name of the Association is Texas Funeral Directors Association, Inc.

ARTICLE II

LOCATION OF PRINCIPLE OFFICE

The office of the Association shall be at 1513 S. Interstate 35, Austin, Texas 78741.

ARTICLE III

OBJECTS OF THE ASSOCIATION

The objects of this association are as follows: To cultivate and promote the art and science of funeral directing and embalming; to elevate and sustain the professional character and education of funeral directors and embalmers; to encourage mutual improvement, social relations and good will; to enlighten and direct public opinion in relation to the enacting and enforcing of proper, just and uniform laws on funeral directing and embalming in the State of Texas; and collectively to represent its membership in fostering and maintaining professional ideals of public service.

In this respect, it shall be the duty and obligation of the Board of Directors to carry into effect the will of the membership as expressed at the annual meeting in relation to laws regulating the practice of the art and science of funeral directing and embalming; and the recommendation of nominees to be appointed by the Governor to the Texas Funeral Service Commission.

The Association may acquire and make disposition of thereof. The Board of Directors shall act for the Association in this regard.

ARTICLE IV

MEMBERSHIP

Section 1. Eligibility. Any individual or firm is eligible for membership in this Association by meeting any one of the following classifications or requirements:

(A) Funeral Establishment Membership. The applicant must own or operate a funeral establishment suitable for the care and disposition of dead human bodies and duly licensed by the Texas Funeral Service Commission. Where more than one member establishment is operated by the same ownership, dues shall be determined by total adult casket sales.

(B) Commercial Embalming Establishment Membership. The applicant must own or operate a commercial embalming establishment suitable for the preparation of dead human bodies and duly licensed by the Texas Funeral Service Commission. Where more than one member establishment is operated by the same ownership, dues shall be determined on individual establishments independent of others.

(C) Associate Membership. Suppliers, cemetery owners, registered apprentices and surviving spouse and/or eligible dependents not actively employed by an establishment member may become members under this category. Associate members shall be accorded all rights and privileges available to the Association, except the right to vote and to hold office in the Association.

(D) Individual Membership. Any licensed funeral director and/or embalmer by a member firm who does not qualify for an establishment membership is eligible for membership in this category. Any licensed funeral director and/or embalmer not employed by a licensed funeral establishment also is eligible for membership in this category. Members in this category may vote on all matters before the House of Delegates or any called meeting only if they are present and eligible to be members of NFDA; however, membership in NFDA is not required in order to be a member of TFDA.

(F) Student Membership. Prospective Texas licensees presently enrolled on a full-time basis in a college or curriculum of mortuary science accredited by the American Board of Funeral Service Education may be eligible for Student Membership during the period in which in they are so enrolled. Student Members shall be accorded all rights and privileges available to the Association, except the right to vote and to hold office in the Association. Student membership can be for a maximum of three years.

(G) Members at Large. A Member at Large shall be any member in good standing as set forth in Section 8 of Article IV.

Section 2. Regional Associations. The Regional Associations are provided as follows, in which a funeral establishment, commercial embalming establishment, individual, or associate member may qualify for membership:

Panhandle Funeral Directors Association, Inc.
West Texas Funeral Directors Association, Inc.
South Central Texas Funeral Directors Association, Inc.
South Texas Funeral Directors Association, Inc.
North Texas Funeral Directors Association, Inc.
Southeast Texas Funeral Directors Association, Inc.
East Texas Funeral Directors Association, Inc.

All such Regional Associations are autonomous in nature. The Association assumes no control over the Regional organizations but may contract to perform any service on behalf of the organization.

Section 3. Applications. Applications shall be made in writing on forms prescribed and furnished by the Association.

Section 4. Membership Plaque. After being duly qualified for membership in the Association, it shall be the duty of each member to display a membership plaque so that the residents of the community will be aware of the membership in the Association.

Section 5. Dues. Dues shall be assessed by the Board of Directors and are payable in advance on January 1st each year. The Board will notify members who are delinquent in payment. Membership dues shall become delinquent on February 1st and all membership rights and privileges will terminate. Upon payment of delinquent dues and a late penalty of 10% of dues billed, all rights and privileges will be reinstated. An additional penalty of 5% will be billed to members not renewing their membership until the State Convention.

The dues shall be recommended annually by the Budget Committee, with majority approval of the Board of Directors. If the dues are increased more than twenty-five percent (25%) of the base rate over the prior year's dues, then the increase must be ratified by the membership at any regular or called meeting of the membership. Base rate is defined as established rate now being charged.

Section 6. Delinquent Members List. A list of delinquent TFDA members will be mailed to the regional representatives on the TFDA Board on or before February 1st of each year and immediately following the TFDA State Convention.

Section 7. Assessments. Assessments may be assessed by the Board of Directors and are payable when designated. The assessed amount shall be determined by the Budget Committee, with majority approval of the Board of Directors.

Section 8. Members in Good Standing. A member in good standing shall be a member who: (a) has paid the required dues and assessments, if any, for the current calendar year, or a member whose rights and privileges have been reinstated as set forth in Section 5 of Article IV; and (b) has not been expelled or suspended pursuant to Sections 2 and 4 of Article V.

Section 9. Fiscal Year. The fiscal year of TFDA shall begin January 1 and end December 31 of the same year.

Section 10. Liability Insurance. The Association shall retain Director's and Officer's liability insurance for the Board.

Section 11. Board Policies. All Board Policies must be approved at the board meeting on Friday following the close of the annual convention. This constitutes the first meeting of the TFDA Board of Directors for the year.

Section 12. TFDA Spokesperson. The official spokesperson for TFDA shall be the President or Executive Director or an appointed representative of the Association.

Section 13. Political Endorsement. TFDA Board of Directors will not write letters of political endorsement. Board members are free to write letters on personal or business level with no representation of the TFDA Board of Directors.

ARTICLE V

TERMINATION OF MEMBERSHIP

Membership may be terminated by voluntary withdrawal or expulsion; the privileges of membership also may be temporarily suspended as hereinafter provided.

Section 1. Voluntary withdrawal. A member may withdraw at any time by giving due notice to the Secretary-Treasurer.

Section 2. Expulsion. Any member may be expelled from membership for good cause.

Any violation of the Constitution and Bylaws of this Association or any conduct detrimental to the welfare of the Association shall be deemed cause for expulsion. The Board of Directors by majority vote may declare the expulsion of any member, provided that such expulsion shall not be voted until the Board or its designee has investigated the grounds, and after affording to the member involved, an opportunity to be heard before the Board.

Section 3. Reinstatement. Any member who has been expelled from membership may be reinstated as a member after a period of twelve (12) months upon proof that such

member has eliminated the cause of the expulsion. Such reinstatements shall be upon application in writing and shall require a majority vote by the Board of Directors.

Section 4. Suspension. The Board of Directors may for any cause sufficient to justify the expulsion of a member, suspend such member either for a specific time or upon such reasonable conditions as the Board of Directors may impose. Satisfactory completion of time suspension of the conditions imposed shall be necessary terminate the suspension. A majority of the vote of the Board of Directors is necessary to end a suspension period.

ARTICLE VI

VOTING

All voting in convention shall be by ballot, except in matters wherein the discretion of the presiding officer, the interest of the Association can be better served by an “aye” and “nay” vote or by acclamation the Funeral Director in Charge of the member establishment or the licensed person in charge of the commercial embalming establishment will have voting privileges; such voting privileges will be issued upon registration at the annual membership meeting or any special called meeting.

Each Funeral Establishment, Commercial Embalming Establishing, and Individual Member in good standing as of thirty days prior to the election provided in Sections 1 and 8 of Article IV shall be entitled to cast one (1) vote in matters submitted to the members. Student and Associate members cannot vote or hold office.

A member of the Association unable to attend the meetings may delegate an employee to cast the vote, after proper notification to the Secretary-Treasurer.

ARTICLE VII

MEETINGS

Section 1. Time and Place. Annual meetings of the Association shall be held at a specific time and place to be determined by the Board of Directors. Other meetings of the Association shall be held at such times as the Board of Directors may deem advisable, and the President shall call a meeting of the Association if so requested in writing by twenty-percent (25%) of the members eligible to vote on Association matters.

(A) Special meetings of the Executive Committee, Board of Directors and or other committees may be called by the President as he/she deems necessary during the year, or in his/her *absence the President-Elect or in his/her *absence the Secretary-Treasurer may call for the meeting.

Section 2. Notice. The membership must be given written reasonable notice of any annual or called meeting. At least 7 days notice of all other meetings, stating the time and place, shall be given to appropriate members when such notice is required herein.

Section 3. Quorum. The members present at any meetings of the Association other than a meeting of the Board of Directors shall constitute a quorum.

Section 4. Meetings. All meetings of the Board of Directors, the Executive Committee, any committee of TFDA, and the Annual Meeting shall be considered open to members in good standing and invited guests. For purposes of this section, invited guests shall be determined by: (1) The President for meetings of the Board of Directors and Executive Committee; (2) The Chairperson of the Committee for meetings of any other committee; and (3) The member leading the committee meeting if the committee does not have an appointed Chairperson.

The Executive Committee or the Board of Directors may convene in closed session only when dealing with staff and personnel issues or matters of wages, salary or other remuneration of employees, or matters pertinent to real estate transaction, litigation, or potential litigation. Nothing in this policy shall construe that any special notification of meetings is to be announced, other than customary notices used to inform the membership or Board of Directors.

Section 5. Missed Meetings. TFDA Board members who miss three consecutive board meetings starting with leadership conference may be replaced at the discretion of the TFDA Board.

Section 6. Parliamentary Authority. The rules contained in the current edition of *Robert's Rules of Order Newly Revised*, including such revisions of those rules as may from time to time be published, shall govern all meetings of the Board of Directors, Executive Committee, any committee of TFDA, and the Annual Meeting, except those rules which are inconsistent with the Bylaws, any special rules of order the Association may adopt, or applicable law. For meetings of the Board of Directors and Executive Committee, the President shall enforce the rules and preserve order. For meetings of any other committee, the Chairperson of the Committee shall enforce the rules and preserve order. For meetings of a committee without an appointed Chairperson, the member leading the committee meeting shall enforce the rules and preserve order.

ARTICLE VIII

GENERAL OFFICERS

Section 1. Officers. The officers of the Association shall consist of the President, a President - Elect, a Secretary-Treasurer and Immediate Past President that are chosen by a majority vote of the Association members present at the annual meeting at which such respective officers are to be elected.

(A) The President, President-Elect, Secretary-Treasurer, Immediate Past President, the Director at Large, and TFDA-NFDA Policy Board Representative, shall act as an Executive Committee of the TFDA, with the responsibility of providing immediate decisions when it is not convenient or practical for the Board of Directors to do so. A quorum must be present.

Section 2. The duties of the officers of TFDA shall be as follows:

(A) President. The President shall be Chairman of the Board of Directors and an ex-officio member of all committees appointed by him/her. The President shall preside at all meetings of the Executive Committee, Board of Directors and official meetings of TFDA. The President shall have the power to call special meetings of the TFDA. In addition, he/she perform all such duties as established customs and procedures requires.

(B) President-Elect. In the *absence of the President, the President-Elect shall assume the duties of the President. In the event of a vacancy occurring in the office of President, the President-Elect shall become the President for the remainder of the vacancy year, and shall serve as President for his/her elected full term after the vacancy term has ended.

(C) Secretary-Treasurer. The Secretary-Treasurer shall give timely notice of regular meetings and annual meeting of the Association and the Board of Directors in the name of the Texas Funeral Directors Association, Inc.; have custody of all funds and securities of the Association; make all disbursements of the Association funds upon receipt of warrants signed by the President; and keep or cause to be kept proper, accurate and classified records of all receipts and disbursements. The Secretary-Treasurer may designate TFDA office staff to carry out the above duties, but will be provided with monthly financial reports and will receive and sign a copy of all final approved minutes.

The Secretary-Treasurer shall perform such other duties as the President or Board of Directors designate; furnish a surety bond or the equivalent in such amount as may be directed by the Board of Directors, the premium or cost thereof to be paid by the Association.

(C) (1) CANDIDATE QUALIFICATIONS FOR SECRETARY - TREASURER OF TFDA. To seek the elected position of “Secretary-Treasurer” of the “Texas Funeral Directors Association” the following requirements must be met by each candidate:

(a) The candidate must be an active licensed funeral director and or embalmer in the State of Texas for at least five years and a member of the TFDA for five years and must be living in the State of Texas.

(b) The candidate has held office as a regional officer at least as high as President Elect or Vice President of his/her region, or has served on three consecutive and active committees of TFDA attending eighty percent (80%) of the committee meetings.

(c) Candidate will submit his/her qualifications and intent to run for the office of Secretary-Treasurer in writing to the Executive Director or a member of the Board of Directors of TFDA, or to the Chairman of the Nominations Committee of TFDA within 15 days from the date candidate announces his/her intent to seek this office.

(d) Notice by candidate or candidate representative that he/she will seek the office of Secretary-Treasurer of TFDA, must be given 30 days before any called meeting of the Membership of TFDA where election could or will be held for this office and must be in writing and presented to the Executive Director or a member of the Board of Directors of TFDA or the Chairman of the TFDA Nominations Committee. This notice should be made public to all members 15 days before any called meeting unless the TFDA Board of Directors declares an emergency election at any called TFDA meeting.

(e) Candidate can or may campaign during regional meetings when given permission from the Regional President or person acting as leader of the regional meeting. Candidate may also campaign at the Annual Convention of TFDA when given permission from the President or Nominations Committee Chairman of TFDA.

(f) Campaign and all campaign material must be of good taste and professional conduct.

(D) Director at Large. The Director at Large is to be elected to the Board as a past Association President who has not held office for at least three years. The Director at Large is to serve a one (1) year term and shall be elected to office in the same manner as other officer and director and shall have one vote.

(E) TFDA-NFDA Policy Board Representative. The TFDA-NFDA Policy Board Representative shall be appointed by the Executive Committee of the TFDA and shall serve a term of the NFDA Policy Board representing the TFDA for not more than two (2) three year, consecutive terms. TFDA-NFDA Policy Board appointee shall serve as a member of TFDA Executive and as such serve on the TFDA Board of Directors with one vote. Policy Board member may be changed or replaced by a majority vote of the Executive Committee.

Section 3. Board of Directors. The corporate powers pertaining to the business of the Association shall be vested, exercised, conducted and controlled by the Board of Directors. The Board of Directors Shall consist of the duly elected officers of the Association, fourteen (14) Directors who consist of the President and the President Elect of seven (7) geographic regions of the State and one (1) Director at Large, and one (1) TFDA-NFDA Policy Board Representative. The Sales Club President and Vice-President shall serve on the TFDA Board of Directors as an ex-officio member with voting privileges. Seven (7) Directors shall be elected at each annual meeting to serve for a period of two (2) years or until their successors have been duly qualified.

Directors are to be elected upon adoption of these Bylaws so that there shall be seven (7) Directors holding office for a period of one (1) year and seven (7) Directors holding office for a period of two (2) years.

Vacancies in any office occurring between annual meetings may be filled by the Board of Directors at any meeting except in the case of President when the President-Elect shall succeed to the office of President.

If the Board of Directors deems it advisable, it may enter into a contract to employ an Executive Director who shall hold office only from year to year. It shall be the duty of the Executive to operate the affairs for the Association under the direction of the Board of Directors. The Executive Director may perform the duties of the Secretary-Treasurer, when so directed by the Secretary-Treasurer, receive a salary determined and agreed upon by the Board of Directors; and be bonded in an amount commensurate with the funds handled by such an office. In the event an Executive Director is employed by the Board of Directors, and he is directed by the Secretary-Treasurer to assume the responsibility of handling and managing funds of the Association, the salary and bond heretofore required of the Secretary-Treasurer shall have no application.

The Board shall have power to enter into contracts, to hire and discharge all employees, and to take any action they may deem advisable to carry out the objects and purpose of this Association.

The Board of Directors, by a majority vote of all its members, may remove from office any officer who is unable or neglects to perform efficiently the duties of the office.

The Board of Directors, shall meet at such times as it may designate or as called by the President. A twenty-five percent (25%) or more attendance of the Board of Directors shall constitute a quorum at board meetings. The Board of Directors may be reimbursed for all expenses incurred upon business of the Association; however, no such expenses may be incurred except upon authorization of the President.

The Board of Directors may delegate its powers and authority to such officers, committees or members to any extent it may select for the conduct of Association affairs.

The Board of Directors shall at any time when the Association's cash-on-hand exceeds the financial requirements, invest the surplus in U.S. Government securities or other securities insured by a government agency. No investment shall be made in any security or depository in an amount beyond the governmental guarantee on such investment.

It shall be the duty of the newly elected Board of Directors to hold a first meeting within sixty days following their election, and the President must, in accordance with the provision, call such meeting.

Section 4. Indemnification. Any person made a party to any civil or criminal action, suit or proceeding by reason of the fact that the party intestator or interstate, is or was a director, officer, or employee of this corporation or of any corporation which the party served as such at the request of this corporation, shall be indemnified by the corporation against the reasonable expenses, including without limitation, attorney's fees and amount

paid in satisfaction of judgment or in settlement, other than amount paid to the corporation by the party, actually and necessarily incurred by or imposed upon the party in connection with or resulting from the defense of such civil or criminal action, suit or proceeding, a conviction (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial) shall not of itself be deemed an adjudication that such officer, director, or employee is liable for gross negligence or criminal malfeasance in the performance of the party's duties. Any amount payable pursuant to this section may be determined and paid, at the time in the Bylaws or by any of the following procedures: (a) order of the court having jurisdiction of any civil or criminal action, suit or proceeding; (b) adopted by a majority of a quorum of the Board of Directors of the corporation without counting in such majority or quorum any interested director; (c) resolution adopted by the holders or record of a majority of the outstanding shares of the corporation having voting power; or (d) order of any court having jurisdiction over the corporation. Such right of indemnification shall not be exclusive of any other right which such officers, directors and employees of the corporation, and the other persons above mentioned, may have or hereafter acquire and, without, limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under provisions of the Articles of Incorporation or Bylaws, agreement, vote of shareholders, provisions of law or otherwise, as well as their right under this section.

ARTICLE IX

ELECTION OF OFFICERS

The election of Officers and Board of Directors shall take place at each annual meeting. Officers shall be chosen by a majority of the Association members present.

ARTICLE X

RESOLUTIONS

Any resolutions to be proposed at any meeting of the Association shall be in the hands of the Secretary-Treasurer no less than twenty-four (24) hour before the first day of the annual meeting, so that resolutions can be considered by the appropriate committee; however, such requirement shall not prohibit the introduction of a resolution from the floor.

ARTICLE XI

COMMITTEES

It shall be the duty of the President to appoint all standing committees within thirty (30) days after election to office and to so advise such members of their appointment.

Awards Committee. This committee selects up to four (4) awards annually: Funeral Directors Distinguished Service Award, Manufacturers & Suppliers Distinguished Service Award, Young Funeral Professional Award and Ed C. Smith Lifetime Achievement Award.

Each regional association may submit nominations each year for the consideration of the Awards Committee. All nominations must be received by the TFDA office prior to May 1 in order to be considered by the committee.

The membership at the annual meeting of the Association shall award a designated funeral director, either living or deceased, the “Funeral Director of the Year” Distinguished Service Award to commemorate outstanding contribution to the Association. The recipient must be a member of TFDA, or if recipient is deceased, he/she must have been a long standing member of TFDA.

In addition, the committee is responsible for the selection of the “Manufacturers & Suppliers of the Year” Annual Distinguished Service Award recipient that is given annually to a deserving manufacturer or supplier. Recipient must be a member of TFDA and the Texas Funeral Supply Sales Club.

The committee may select a funeral director, either living or deceased, to receive the “Ed C. Smith Lifetime Achievement” Distinguished Service Award. The nominated must be or have been a long standing member of TFDA and must have at least 40 years of funeral service.

The committee is also responsible to select the “Young Funeral Professional” Annual Distinguished Service Award. Nominees must be 40 years of age or under on May 1 of the year nominated. They also must be employed by a TFDA member firm and/or be an individual member of TFDA.

Nominees for such awards, will be the names submitted by each region for the current year, but the actual selection of the designee shall be made by the last three (3) living recipients of the same award, except the Ed C. Smith Lifetime Achievement Award, and three (3) additional committee members to be appointed by the President of the Association.

Budget Committee. This committee shall consist of seven (7) or more members appointed by the President each year. This committee shall consist of: President-Elect, Secretary-Treasurer, President of TFDA Services, Inc., Convention Committee Chairperson, Immediate Past President, and at least three (3) members, two of whom are not seated on the Board and one (1) to be appointed by the President-Elect. The Executive Committee will select the Chairperson. One (1) member is to be well versed in accounting knowledge.

Building Committee. The membership of such committee shall be: the President, the President-Elect, the Immediate Past President, the Chairperson of the Budget Committee, and the President of the TFDA Services, Inc. The Immediate Past President shall serve as Chairperson of this committee. The Committee shall have full power to maintain the properties of the Association after all proposals have been approved by the Board.

Bylaws Committee. This Committee of five (5) members shall be appointed by the President. The duties of this committee are to fairly and impartially consider all proposed amendments to the Bylaws and to recommend to the House of Delegates adoption or rejection of such amendments.

Convention Committee. This committee shall consist of at least three (3) members appointed by the President each year, one of which will be a member of the Texas Funeral Supply Sales Club. The duties of this committee shall be the arranging of the annual convention.

Convention Site Selection Committee. This committee shall consist of four (4) members appointed by the President each year, one of which will be a member of the Texas Funeral Supply Sales Club. The duties of this committee are to make recommendations on convention sites and facilities five (5) years in advance, to the annual meeting.

Disaster Committee, See Article XIII

Ethics Committee. This committee shall consist of nine (9) members appointed by the President with the review and approval of the executive board. The nine appointed members include a Chairperson, an appointed member from each of the eight (8) TFDA Regions, and One (1) appointed Member At Large. The duties of this committee are to provide the public and the profession with a balanced forum for creating and implementing the importance of ethical practices in all matters related to funeral service. Its commitment is to provide a venue for the public, as well as the Texas Funeral Directors, to convey the message of funeral services including (but not limited to) death care options, funeral arrangement information, pre-financed funerals and the overall ethical purposes of the funeral profession.

Golf Committees. These committees shall be appointed by the President and he/she shall appoint a Chairperson. The purpose of these committees is to plan golf tournaments to raise funds for the TFDA PAC.

Legislative Committee. This committee is to consist of at least five (5) members. The duties of this committee are to advise and assist the State Legislature, Congress or regulatory agencies in enacting and enforcing laws relating to funeral service.

The TFDA Legislative Committee may act on legislative matters in the Association's interest during sessions of the Texas Legislature.

Long Range Planning Committee. This committee shall study the changing needs of the funeral service community and anticipate demands of the Texas Funeral Directors Association during the next three to five years. The committee shall provide recommendations to the Board of Directors.

Media Relations Committee. This committee shall consist of four (4) or more members appointed by the President each year. The duties of this committee are to search for and develop material reflecting a good public image of the funeral service industry. Information may be in the form of written articles, radio & television broadcasts, websites or any appropriate form of public relations.

Membership Committee. The Regional Presidents shall compose the members of this committee. Each year, the President shall appoint a Chairperson. The duties of this committee are to contact the eligible applicants in their respective districts and invite them to join this Association.

Nominating Committee. This committee shall consist of five (5) members, including the Immediate Past President as Chairperson. The duties for this committee shall be to furnish a nomination list of officers and board members at the appropriate membership meeting.

Programs and Education Committee. This committee shall be appointed by the President and made up of a chairperson, one member from each TFDA region, and Members at Large from each accredited Texas mortuary college. The duties of this committee are to provide an ongoing slate of programs geared toward management and staff levels which will address current industry concerns, promote personal and professional development, and enhance the quality of service rendered to the funeral consumer.

Resolutions Committee. This committee shall be appointed by the President and shall draft, when necessary, any proposed resolutions to be considered by the Board and/or House of Delegates.

Salary Evaluation Committee. This committee shall consist of the President, the Immediate Past President, the Chairperson of the Budget Committee, and President of TFDA Services, Inc., The Immediate Past President shall serve as Chairperson of this committee.

TFDA PAC Committee. Appointed by the President, this committee is charged with the responsibility of all PAC fundraising efforts and other duties as may be assigned.

ARTICLE XII

AMENDMENTS

The Bylaws may be amended as approved by the Board of Directors by a two-thirds majority vote of the members in good standing present at any annual or called meeting. However, all amendments must first be submitted to the Board for Directors for consideration at least 30 days before the meeting or vote. Notice of any proposed amendments must be given to all members by written notice thirty (30) days before meeting or vote.

ARTICLE XIII

TFDA DISASTER COMMITTEE

The Texas Funeral Directors Association has long been called upon by local, state and federal government agencies as well as other funeral directors to provide rapid, professional and ethical response when a disaster or mass fatality event has taken place within our state or neighboring states. The Association recognizes its responsibility and the need for a well-organized plan of activation when assistance is requested.

The **Disaster Committee** is a stand-alone committee. The Disaster Committee shall be composed of a minimum of ten (10) and a maximum of twelve (12) individuals who have received disaster and mass fatality training, and instruction in response management.

The Disaster committee shall consist of ½ DMORT and ½ non DMORT members. These individuals will elect the six (6) Executive Officers. The Executive offices shall be comprised of: Commander, Deputy Commander, Administrative Officer, Safety Officer, Logistics Officer, and Public Information Officer.

The **Texas Funeral Directors Association Disaster Response Team** shall be comprised of trained volunteer members of TFDA who will, upon request for assistance, work under the direction and control of the Disaster Committee at a disaster or mass fatality event. Each Team member shall be trained in Disaster and Mass Fatality Response

ARTICLE XIV

TRAVEL AND OTHER EXPENSE REIMBURSEMENT POLICY

1. Purpose.

The Board of Directors of the Texas Funeral Directors Association recognizes that board members, officers, and employees ("Personnel") may be required to travel or incur other expenses from time to time to conduct Association business and to further the mission of

this non-profit organization. The purpose of this Policy is to ensure that (a) adequate cost controls are in place, (b) travel and other expenditures are appropriate, and (c) to provide a uniform and consistent approach for the timely reimbursement of authorized expenses incurred by Personnel. It is the policy of the Texas Funeral Directors Association to reimburse only reasonable and necessary expenses actually incurred by Personnel.

When incurring business expenses, the Texas Funeral Directors Association expects Personnel to:

- Exercise discretion and good business judgment with respect to those expenses.
- Be cost conscious and spend the Association's money as carefully and judiciously as the individual would spend his or her own funds.
- Report expenses, supported by required documentation, as they were actually spent.

2. Expense Report.

Expenses will not be reimbursed unless the individual requesting reimbursement submits a written Expense Report. The Expense Report, which shall be submitted at least monthly or within two weeks of the completion of travel if travel expense reimbursement is requested, must include:

- The individual's name.
- If reimbursement for travel is requested, the date, origin, destination and purpose of the trip, including a description of each Association-related activity during the trip.
- The name and affiliation of all people for whom expenses are claimed (i.e., people whom money is spent in order to conduct the Texas Funeral Directors Association's business).
- An itemized list of all expenses for which reimbursement is requested.

3. Receipts.

Receipts are required for all expenditures billed directly to the Texas Funeral Directors Association, such as airfare and hotel charges. No expense will be reimbursed to Personnel unless the individual requesting reimbursement submits with the Expense Report written receipts from each vendor (not a credit card receipt or statement) showing the vendor's name, a description of the services provided (if not otherwise obvious), the date, and the total expenses, including tips (if applicable).

4. General Travel Requirements.

(A) Advance Approval.

All trips involving air travel or at least one overnight stay, as well as any out-of-state travel, must be approved in advance by both the Secretary-Treasurer and Budget Chair. Exceptions include travel expenses addressed in Section 4(c).

(B) Necessity of Travel.

In determining the reasonableness and necessity of travel expenses, Personnel and the persons authorizing the travel shall consider the ways in which the Association will benefit from the travel and weigh those benefits against the anticipated costs of the travel. The same considerations shall be taken into account in deciding whether a particular individual's presence on a trip is necessary. In determining whether the benefits to the Association outweigh the costs, less expensive alternatives, such as participation by telephone or video conferencing, or the availability of local programs or training opportunities, shall be considered.

(C) Personal and Spousal Travel Expenses.

Individuals traveling on behalf of the Texas Funeral Directors Association may incorporate personal travel or business with their Association-related trips; however, Personnel shall not arrange Association travel at a time that is less advantageous to or involving greater expense to in order to accommodate personal travel plans. Any additional expenses incurred as a result of personal travel, including but not limited to extra hotel nights, additional stopovers, meals or transportation, are the sole responsibility of the individual and will not be reimbursed by the Texas Funeral Directors Association. The following meeting expenses for travel and registration are authorized:

- **President:** NFDA Convention, NFDA Leadership, NFDA Advocacy Summit, TFDA Convention, TFDA Leadership Conference, 14 Regional meetings, events on behalf of TFDA in an official manner
- **President-Elect:** NFDA Convention, NFDA Leadership
- **Secretary-Treasurer:** NFDA Leadership
- **Executive-Director:** NFDA Convention, NFDA Leadership, TFDA Convention, TFDA Leadership, 16 Regional meetings, events on behalf of TFDA in an official manner
- **President's Spouse:** NFDA Convention, NFDA Leadership, TFDA Convention, TFDA Leadership, NFDA Advocacy Summit
- **Executive Director's Spouse:** NFDA Convention, NFDA Leadership, TFDA Convention, TFDA Leadership

With the exception of spouse expense noted above, expenses associated with travel of an individual's spouse will not be reimbursed by the Texas Funeral Directors Association. No expenses for other family members or friends will be reimbursed. Expense

reimbursement related to the events listed above is restricted to transportation, hotel, registration fees and meals at the IRS current per diem rate. Any exceptions will require advance approval by the Secretary-Treasurer and Budget Chair.

5. Air Travel.

Air travel reservations should be made as far in advance as possible in order to take advantage of reduced fares. Staff at the offices of the Texas Funeral Directors Association will make all reservations for air travel for NFDA Advocacy, NFDA Convention, NFDA Leadership, TFDA Leadership, and TFDA Convention. Other travel deemed necessary that is not arranged by office staff, will be reimbursed at the cost of the lowest coach class fare actually available for direct, non-stop flights from the airport nearest the individual's home or office to the airport nearest the destination.

6. Lodging.

Personnel traveling on behalf of the Texas Funeral Directors Association may be reimbursed at the single room rate for the reasonable cost of hotel accommodations. Convenience, the cost of staying in the city in which the hotel is located, and proximity to other venues on the individual's itinerary shall be considered in determining reasonableness. Personnel shall make use of available corporate and discount rates for hotels. "Deluxe" or "Luxury" hotel rates will not be reimbursed.

7. Out-Of-Town Meals.

Personnel traveling on behalf of the Texas Funeral Directors Association are reimbursed for the reasonable and actual cost of meals (including tips) subject to a maximum per diem meal allowance of the current IRS per diem rate and the terms and conditions established by the Association relating to the per diem meal allowance.

8. Ground Transportation.

Personnel are expected to use the most economical ground transportation appropriate under the circumstances and should generally use the following, in this order of desirability:

Courtesy Cars

Many hotels have courtesy cars, which will take you to and from the airport at no charge. The hotel will generally have a well-marked courtesy phone at the airport if this service is available. Employees should take advantage of this free service whenever possible.

Airport Shuttle or Bus

Airport shuttles or buses generally travel to and from all major hotels for a small fee. At major airports such services are as quick as a taxi and considerably less expensive. Airport shuttle or bus services are generally located near the airport's baggage claim area.

Taxis

When courtesy cars and airport shuttles are not available, a taxi is often the next most economical and convenient form of transportation when the trip is for a limited time and minimal mileage is involved. A taxi may also be the most economical mode of transportation between an individual's home and the airport.

Rental Cars

Car rentals are expensive so other forms of transportation should be considered when practical. Personnel will be allowed to rent a car while out of town provided that advance approval has been given by the Secretary-Treasurer and Budget Chair and that the cost is less than alternative methods of transportation.

9. Personal Cars.

Personnel are compensated for use of their personal cars when used for Association business. When individuals use their personal car for such travel, including travel to and from the airport, mileage will be allowed at the currently approved IRS rate per mile.

In the case of individuals using their personal cars to take a trip that would normally be made by air, e.g., Austin to Dallas, mileage will be allowed at the currently approved rate; however, the total mileage reimbursement will not exceed the sum of the lowest available round trip coach airfare.

10. Parking/Tolls.

Parking and toll expenses, including charges for hotel parking, incurred by Personnel traveling on Association business will be reimbursed. The costs of parking tickets, fines, car washes, valet service, etc., are the responsibility of Personnel and will not be reimbursed.

On-airport parking is permitted for short business trips. For extended trips, Personnel should use off-airport facilities.

11. Entertainment and Business Meetings.

Reasonable expenses incurred for business meetings or other types of business-related entertainment will be reimbursed only if the expenditures are approved in advance by both the Secretary-Treasurer and Budget Chair of the Texas Funeral Directors Association and qualify as tax deductible expenses. Detailed documentation for any such expense must be provided, including:

- date and place of entertainment.
- nature of expense.
- names, titles and corporate affiliation of those entertained.
- a complete description of the business purpose for the activity including the specific business matter discussed.

- vendor receipts (not credit card receipts or statements) showing the vendor's name, a description of the services provided, the date, and the total expenses, including tips (if applicable).

12. Other Expenses.

Reasonable Texas Funeral Directors Association-related telephone and fax charges due to absence of Personnel from the individual's place of business are reimbursable. In addition, reasonable and necessary gratuities that are not covered under meals may be reimbursed. Finally, emergency secretarial work and/or postal charges incurred are reimbursable for the purpose of work on behalf of the Texas Funeral Directors Association.

13. Non-Reimbursable Expenditures.

The Texas Funeral Directors Association maintains a strict policy that expenses in any category that could be perceived as lavish or excessive will not be reimbursed, as such expenses are inappropriate for reimbursement by a nonprofit, charitable organization. Expenses that are not reimbursable include, but are not limited to:

- Travel insurance.
- First class tickets or upgrades.
- When lodging accommodations have been arranged by the Texas Funeral Directors Association and the individual elects to stay elsewhere, reimbursement is made at the amount no higher than the rate negotiated by the Texas Funeral Directors Association. Reimbursement shall not be made for transportation between the alternate lodging and the meeting site.
- Limousine travel.
- Movies.
- Membership dues at any country club, private club, athletic club, golf club, tennis club or similar recreational organization.
- Participation in or attendance at golf, tennis or sporting events, without the advance approval of the Secretary-Treasurer and Budget Chair (except for regional meetings).
- Purchase of golf clubs or any other sporting equipment.
- Spa or exercise charges.
- Clothing purchases.
- Business conferences and entertainment which are not approved by both the Secretary-Treasurer and Budget Chair.
- Valet service.
- Car washes.

- Toiletry articles.
- Expenses for spouses, friends or relatives. If a spouse, friend or relative accompanies Personnel on a trip, it is the responsibility of the Personnel to determine any added cost for double occupancy and related expenses and to make the appropriate adjustment in the reimbursement request. Exceptions include spouse travel expenses addressed in Section 4(c).
- Overnight retreats without the prior approval of both the Secretary-Treasurer and Budget Chair.