

**PENNSYLVANIA FUNERAL DIRECTORS ASSOCIATION  
BYLAWS**

**ARTICLE I - Names and Offices**

**SECTION 1 - Name** - This Association shall be known as the Pennsylvania Funeral Directors Association, hereinafter referred to as the "Association."

**SECTION 2 - Registered Office** - The registered office of the Association in the Commonwealth of Pennsylvania shall be at 7441 Allentown Boulevard, Harrisburg, Pennsylvania, until otherwise established by a vote of a majority of the Board of Governors in office (the "Board") and a statement of such change is filed in the Department of State or until changed by an appropriate amendment of the By-laws of the Association.

**SECTION 3 - Other Office** - The Association may also have offices at such other places within or without the United States of America as the Board may from time to time appoint or the business of the Association requires.

## **ARTICLE II - Purpose and Objectives**

### **SECTION 1**

1. Mission Statement: To promote funeral service excellence to the public and to enhance the quality of funeral service through education, information and communication to our members.;
- (a) to gather and assimilate valuable data to and concerning the profession;
- (b) to raise standards of our profession through the conduct of regular and continuing education meetings;
- (c) to promote understanding between our profession, allied industries and occupations, and the public whom we are called upon to serve;
- (d) to undertake any or all other functions consistent with the Bylaws of the Association in order to further advance the usefulness and value of the Association to its members.
- (e) The Association or any affiliated local associations shall not discriminate against any person on the basis of race, color, religion, sex, national origin, or physical disability.

**ARTICLE III - Relationship to National Association  
and NFDA Policy Board Representative Member**

**SECTION 1** - Membership in the National Funeral Directors Association (NFDA) is not mandatory. PFDA members may individually choose to have membership in the National Funeral Directors Association (NFDA).

**SECTION 3** - Every three (3) years beginning in June 2017, the House of Delegates shall elect a full active member of the PFDA Board and NFDA to the position of NFDA Policy Board Member as a non-voting member of the Association's Board. In the event of the illness, incapacity or inability or unwillingness of such person to serve, the current President of the Association or his appointee shall act as an alternate. A person elected for a three-year term shall not be re-elected until a period of one (1) year has transpired.

"His" shall be defined as his/her; a gender neutral term throughout the Bylaws.

## **ARTICLE IV - Membership**

**SECTION 1** - Membership in PFDA is mandatory for members of local associations.

Funeral Homes and Branch Funeral Homes (hereinafter "firms") licensed by the Commonwealth of Pennsylvania and who are members in good standing of local associations located in the town, city, county or counties in which the firms practice is located shall be eligible. Similarly, members of PFDA must be members of a local association. In cases where it is inconvenient for a firm to join the local association where their firm or firms practice, such firm may petition that local association to waive membership to another local association. A licensed funeral director of the Commonwealth of Pennsylvania employed by such firms or individuals who hang their licenses at such firm, who are members in good standing of a local association shall be eligible for membership. Application for membership may be obtained from and filed with either the Association or a local association.

**SECTION 2 - Newly licensed Funeral Directors** - All newly licensed funeral directors of the Commonwealth of Pennsylvania shall be eligible for membership in the Association for a period of one full calendar year following licensure. Said membership shall be free.

### **SECTION 3**

A. The membership of the Association may vote by mail only on such matters submitted to it by Board or House of Delegates.

B. All ballots shall be sent from the Association office with the approval of the President.

C. Fifty-one percent of the member firms shall be considered a majority and shall constitute a decisive vote.

### **SECTION 4**

A. All ballots cast by mail shall be retained at the Association office until 30 days after the meeting of the Board of the Association.

B. Said ballots shall be available for inspection by members in good standing during the thirty (30) days period through regular business hours, in the presence of the Executive Director or General Counsel of the Association.

C. The subject and result of the mail ballots shall be recorded in the minutes as an act of the next scheduled Board meetings

D. Each member firm in good standing for the current year shall be entitled to one vote.

## **ARTICLE V - Dues and Duties of Members**

**SECTION 1** - Membership dues in the Association shall be as follows:

A. Firms shall pay annual dues based upon case volume. Case volume is determined by the number of death certificates filed.

B. Where a firm controls one or more establishments, the firm must obtain a firm membership for each establishment or pay for the combined volume of all such establishments in its firm membership.

**SECTION 2** - Delinquency

A. Any member of the Association who has not paid its dues for the current year by April 1st shall be considered delinquent and shall receive a written notice to this effect.

B. Any member of the Association who has not paid dues for the current year by May V shall be deprived of all privileges of the Association including mailings.

**SECTION 3** - Annual Dues Adjustment

A. The annual dues for each category of membership may be adjusted annually by the Board of Governors.

B. The Board shall have the power to assess members for emergencies or as deemed necessary.

## **ARTICLE VI - Board of Governors**

**SECTION 1.** The government and management of the Association shall be vested in the Board of Governors, (the "Board").

A. The Board shall employ an Executive Director upon such terms and conditions as shall be deemed appropriate. The Board shall have the exclusive authority over the Executive Director and shall direct his activities and define his duties which shall include at a minimum attendance at all Board, regular, district and special meetings. Attendance at regional and local association meetings will occur as invited and schedule permits. <sup>2</sup>

B. The Board shall retain Legal Counsel, who shall be located in the Harrisburg area, who shall be responsible for rendering legal, legislative and administrative advice, opinions and recommendations to the Board and the Legislative Committee and for the implementation of Board policy in such areas.

C. The Board shall have the power to regulate the salary of the Executive Director and shall have responsibility for the fiscal soundness of the Association.

<sup>2</sup> The Executive Director's job duties are further outlined in a job description and contract with the Board.

D. The Board shall employ, if necessary, a representative or representatives to aid in the passage of desirable legislation and the defeat of undesirable legislation.

E. The Board shall render a written report (Annual Report) of its activities for the year prior to the Annual Convention. Such annual report shall be mailed to the membership.

**SECTION 2** - The Board shall be composed of the District Governors, (one governor from each district) and in addition thereto, the Immediate Past President, a member from the Quaker State Funeral Directors Association (to be chosen by that entity), the officers and the NFDA Policy Board Member.

Each Governor, shall, at the time of his nomination, election, and during his tenure, be actively engaged in the practice of funeral directing and also be a current member of PFDA. The members of Quaker State need not be members of PFDA. The Governor from Quaker State must be a member of PFDA during his/her tenure on the PFDA Board. The NFDA Policy Board Member shall serve without vote. A member of the Board of the Association shall not concurrently serve as a member of the Pennsylvania State Board of Funeral Directors.



**SECTION 3** - The term of office for each District Governor shall be one two-year term with an option for one consecutive two-year term at his/her discretion. If an individual is appointed to fulfill a vacancy, the time spent fulfilling the vacancy will not be counted toward the terms as set forth above.

**SECTION 4 - Elections for District Governor**

Elections for the office of District Governor shall be filled in the following manner:

A. In districts where a vacancy for District Governor will occur, a notice shall be sent by the Association to all voting members in the district and to the Presidents and Secretaries of the local Association within the District. Nominating petition forms for such office shall be mailed by the Association to the Local Associations by the December 31<sup>st</sup> prior to the Annual Convention.

B. Nomination for District Governor shall be in the form of a petition signed by five members of the local association of which nominee is a member and countersigned by the candidate and returned to the Association by March 1<sup>st</sup>.

C. Each local association may present one or more nominees in prescribed form.

D. Ballots containing the names of all nominees shall then be prepared by the Association Office and mailed to each member firm within said District, after which 30 days shall be allowed for the return of the ballots. In the event that only one nominee is presented, this Paragraph is inapplicable.

E. Tallying of the votes shall be conducted in the Association Office and the ballots shall be opened in the presence of the candidates who choose to be present.

F. The official tally shall be published in the next issue of the official publication of the Association. The candidate receiving the most votes shall be declared elected and shall be so notified.

G. In the event two or more nominees receive the same number of votes, and there being no candidate receiving a larger number of votes, then in such case, ballots shall be prepared containing only the names of the tied candidates and the same procedure as previously described in paragraph D, above, shall be followed to determine the successful nominee. Ballots shall be returned within the specified time stated thereon. If no candidate has received a majority, the right of election shall be forfeited by the membership and the Board shall elect the Governor in such manner as they deem expedient.

H. Terms of office of District Governors shall be two two-year terms.

I. No District Governor, having served two two-year terms of office shall be eligible for re-election until (4) years shall have elapsed following the completion of such term. If the individual only served one two-year term, they will be eligible for re-election after two years shall have elapsed following the completion of the two-year term.

J. Should a vacancy occur in an office of District Governor through death, resignation, removal from office, or for any other reason, the President of the Association shall appoint a successor for a period of time not to exceed one additional two-year term. If during the two-year term extension, a candidate is nominated, such candidate will be voted upon at the next annual meeting.

#### **SECTION 5 - Board Vacancies and Removal**

The Board may declare vacant the office of a Governor if he/she is declared of unsound mind by an order of court, or convicted of a felony, or if he misses two (2) consecutive meetings unless caused by illness or death in the family.

A member of the Board may be removed at the request of the Executive Committee of the Association, provided he receives notice of such action from the Association.

#### **SECTION 6 - Formation of Districts**

The Board shall subdivide the Commonwealth into districts as contiguous and as equal numerically as practicable.

#### **SECTION 7 - Rules and Regulations, Duty to Act and Enforce Bylaws**

The Board shall make all rules and regulations necessary to execute these Bylaws; it shall act upon resignations and officers and it shall strictly enforce the provisions of these Bylaws.

#### **SECTION 8 - Meetings and Notice**

A. Executive Committee meetings shall be held upon the call of the President, or upon the written request of the majority of the Executive Committee members.

B. The Executive Director shall notify all Board members of regular and special meetings in writing five days prior to such meetings. Conference call meetings shall require a 24-hour notice to all Board members except if all (100%) of the Board members are immediately available for such conference call.

C. The Board shall meet no less than two (2) times annually on a designated day determined by the Executive Director, in consultation with the President. Special Board meetings shall be held upon the call of the President or upon the written request of the majority of the members of the Board. All Board meetings shall be open to the membership of the Association.

#### **SECTION 9 - Voting**

A. The Board of the Association may vote in person or by conference call.

B. A majority of all Board members shall be considered a decisive vote.

C. A majority of the Board shall constitute a quorum for the transaction of business. A majority vote of those present shall be required for the passage of any resolution. The Executive Director shall not be entitled to vote.

## **ARTICLE VII - Officers**

### **SECTION 1 - Officers and Duties**

A. The Officers of the Association shall be a President, President- Elect and a Secretary/Treasurer.

B. The President-Elect, if qualified, shall become the President at the Annual Meeting. The retiring President shall become the Immediate Past President. Present or former Board Members who have served a minimum of one two-year terms as District Governor may run to become Secretary-Treasurer, regardless of when that person served on the Board.

C. The Officers shall perform the duties usually pertaining to their respective offices except as otherwise provided or directed by the Board.

### **SECTION 2 - Requirement for Bonds on Officers and Employees**

All officers and employees who may handle the funds of the Association shall give such bonds as the Board shall order and direct; the premiums on such bonds to be paid for by the Association.

### **SECTION 3 - Membership on Committees**

The President, President-Elect and Secretary-Treasurer shall be ex- officio members of all committees.

### **SECTION 4 - President's Duties**

The President shall preside at all meetings, enforce order, appoint all committees not otherwise provided for, and in his/her absence or during his/her inability to so preside, the President-Elect, or in his absence, the Secretary-Treasurer, or in his absence, an officer Pro-Tem shall be elected by the Board.

#### **SECTION 5 - Removal of Officers**

Officers may be removed by Petition in the manner set forth in Article XVIII similar to the procedure to effect amendments to the Bylaws.

#### **SECTION 6 - Vacancies in the Office of President, President-Elect or Secretary/Treasurer**

A. The President-Elect shall assume the office of the President to complete that term and then serve his own term.

B. A vacancy in the office of the President-Elect or Secretary/Treasurer, shall be filled for the balance of the term by a majority vote of the District Governors, such vote to be conducted at the next Board of Governors meeting.

C. In the event the President-Elect is not available to fill the vacancy of President, then the Board of Governors shall vote an individual from the Board to fulfill the vacancy at the next Board of Governors Meeting.

## **ARTICLE VIII - Delegates**

### **SECTION 1 - Selection of Delegates**

A. All local associations shall appoint or elect one delegate for each ten member firms or major fraction thereof (5 or more) in good standing for the fiscal year in which the Annual Convention of the Association is held.

B. Every local association shall be entitled to at least one delegate.

C. Alternates should be designated by the Local Association.

### **SECTION 2 - Certification of Delegates**

A. A form known as "Certification of Delegates" (which shall contain the names of all delegates and alternates, the number of members in good standing, as hereinafter provided), shall be mailed so as to be received in the Association office two (2) weeks prior to the opening session of the Annual Convention. An active membership list of the local Association entitled "Alternates" shall be sufficient to allow those in attendance to serve as alternates in conformity with the above.

B. Twenty (20) delegates plus two members of the Executive Board constitute a quorum.



### **SECTION 3 - Voting of Delegates**

- A. Delegates shall vote only at Convention sessions or at special meetings which the entire membership has been notified.
- B. Certified delegates shall have the responsibility to:
  - 1. vote on all matters which have been submitted by petition, such as change of Bylaws, removal of officers, etc. as provided in this immediately succeeding article;
  - 2. vote on all matters of general policy referred to them by the Board;
  - 3. elect the officers for the Association and the NFDA policy board member;
  - 4. decide all issues by a majority vote except matters which have been circulated by petition as provided by Paragraph B-1 of this section or when voting to recommend any change of the current laws governing the practice of funeral directing in the Commonwealth of Pennsylvania, when a two-thirds majority shall be required for a decisive vote.

#### **SECTION 4 - Notice of Meeting for Delegates**

Notice of the time and place of House of Delegates meetings of the Association shall be mailed through the executive office and postmarked ten (10) days in advance of such meetings.

## **ARTICLE IX - Meetings of the Membership**

### **SECTION 1 - Annual Meeting**

**A.** The Annual Meeting of the Association shall be held once each calendar year during the Annual Convention at such time as may be determined by the Executive Director in consultation with the President and shall be for the purpose of transacting the necessary business. In the event that business cannot be completed in one day, the Executive Director, in consultation with the President shall set a time and place for continuance during the Annual Convention.

### **B. Regular Meetings**

Notice of the time and place of regular meetings shall be mailed through the executive office to all members at least thirty (30) days in advance of such meetings.

### **SECTION 2 - District Meetings**

District or regional meetings of the association shall be held each calendar year at such times and places as may be determined by the Executive Director in consultation with the President. The Executive Director, in consultation with the President, shall see that such District or regional meetings are so arranged and scheduled so that the majority of the members may have the benefit and availability of such meetings.

### **SECTION 3 - Special Meetings**

Special Meetings of the Association shall be held upon the call of the President, or upon the written request of one-third of the local associations, or upon the call of a majority of the members of the Board. Notice of the time and place of special meetings of the Association or House of Delegates shall be mailed through the Association office and postmarked at least fifteen (15) days in advance of such meetings and the purpose of such meeting shall be clearly stated.

### **SECTION 4 -Attendance at conventions, district or general meetings**

Only members, student trainees and resident interns shall be privileged to attend the annual meeting held at convention, general meetings and special meetings.

### **SECTION 5 - Rules of Order**

The rules contained in the current edition of Roberts Rules of Order shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt. A registered or certified professional parliamentarian or a parliamentarian appointed by the chair shall be required to attend the annual meeting at the Convention and all House of Delegates meetings.

## **ARTICLE X - Elections of Officers**

**SECTION 1 - Election of officers** - Election of officers shall be by Certified Delegates at the Annual Convention.

A. Members of the Board and anyone who has ever served on the Board are eligible to run as Secretary-Treasurer.

B. Nominations for officers shall be made at the annual meeting held at the Annual Convention and the election shall be held at the delegates conference. Delegate votes will be recorded by roll call. The Chairman of each local association will orally present the tally of votes for his local, and if such vote is challenged by one certified delegate, then the entire local Association's Delegation must stand and individually cast his or her vote orally after being approved by the Credentials Committee.

C. A majority of votes cast by the delegates shall elect a successful candidate.

D. The elections shall be in the order of elections shall be Secretary-Treasurer, President-Elect and then the President.

E. All officers shall be elected at the Association's Annual Convention and shall assume their respective positions at the conclusion of

the Annual Convention so that all officers' terms will be from Annual Convention to Annual Convention.

F. In the event of a tie between two or more candidates, one more ballot shall be cast. If no candidate has received a majority, the right of election shall be forfeited by the delegates and the Board shall elect the officer in such manner as they deem expedient.

G. A candidate can be nominated for one office only.

## **ARTICLE XI - Committees**

### **SECTION I - Executive Committee**

The Executive Committee of the Association shall be comprised of the President, President-Elect, Secretary-Treasurer and the Immediate Past President, if he continues as a member of the Association. The Executive Committee shall manage the affairs of the Association in compliance with the policy of the Association and the Board of Governors.

### **SECTION 2 - Past Presidents Advisory Council**

The past presidents who are members of the Association shall constitute the Past Presidents Advisory Council, whose duty it shall be to advise and make recommendations on matters relative to the Association. The person who last served as president shall be chairman of the committee

### **SECTION 3 - Legislative Committee**

A. The Legislative Committee shall be comprised of one representative from each Local.

B. Each local shall elect or appoint one of its members as the delegate for a two-year period and two alternate members (with the right to rescind such appointment) to the Legislative Committee. If a local fails to elect or appoint such delegate in a timely fashion, then the President of the

Association shall, after notifying the local, appoint such delegate for a two- year period. The membership of the Legislative Committee shall biennially elect a Chairman, Vice Chairman and Secretary, the Chairman of which shall serve one two- year term. The Chairman shall not be eligible for reelection to that position until two more years have elapsed. The Legislative Committee representative from each local shall vote in accordance with the specific instructions on issues which have been decided or resolved by such Locals. The votes by the members of the Legislative Committee will be roll call votes, and a record of same will be kept on file.

C. The Legislative Committee shall meet at least one (1) time during the calendar year and at such other times upon the call of the Executive Director in consultation with the President; the Chairman or Counsel.

D. Each Local shall be responsible for the expenses of its representative attending duly called meetings of the Legislative Committee.

E. Each member of the Legislative Committee shall be responsible, together with the District Governor, to report to locals.



**ARTICLE XII - Indemnification of Officers, Governors, Employees and Agents,**

**SECTION 1** - The Association shall indemnify any Governor or officer, and may indemnify any other employee or agent, who was or is a party to, or is threatened to be made a party to or who is called as a witness in connection with any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of this Association, by reason of the fact that he is or was a Governor, officer, employee or agent of this Association, or is or was serving at the request of this Association as a Governor, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding unless the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

**SECTION 2** - The indemnification and advancement of expenses provided by, or granted pursuant to, this Article XII shall not be deemed exclusive of

any other rights to which those seeking indemnification or advancement of expenses may be entitled under any Bylaw, agreement, contract, vote of shareholders or disinterested Governors or pursuant to the direction, howsoever embodied, of any court of competent jurisdiction or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office or in one's capacity as an employee or agent.

It is the policy of this Association that indemnification of, and advancement of expenses to, Governors, officers, employees and agents of this Association shall be made to the fullest extent permitted by law. To this end, the provisions of this Article XII shall be deemed to have been amended for the benefit of Governors and officers of this Association effective immediately upon any modification of the Business Association Law of the Commonwealth of Pennsylvania (the "BCL") or the Governors' Liability Act of the Commonwealth of Pennsylvania (the "DLA") which expands or enlarges the power of obligation of corporations organized under the BCL or subject to the DLA to indemnify, or advance expenses to, Governors and officers of this Corporation.

**SECTION 3** - This Association shall pay expenses incurred by an officer or Governor, and may pay expenses incurred by any other employee or agent, in defending a civil or criminal action, suit or proceeding in advance of the

final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by this Association.

### **ARTICLE XIII - Liability of Governors**

**SECTION 1** - A Governor of this Association shall stand in a fiduciary relation to this Association and shall perform his duties as a Governor, including his duties as a member of any committee of the Board of Governors upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of this Association, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his duties, a Governor shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

1. One or more officers or employees of this Association whom the Governor reasonably believes to be reliable and competent in the matters presented;
2. Counsel, public accountants or other persons as to matters which the Governor reasonably believes to be within the professional or expert competence of such persons;
3. A committee of the Board of Governors upon which he does not serve, duly designated in accordance with law, as to matters

within its designated authority, which committee the Governor reasonably believes to merit confidence.

A Governor shall not be considered to be acting in good faith if he has knowledge concerning the matter in question and that would cause his reliance to be unwarranted.

**SECTION 2** - In discharging the duties of their respective positions, the Board of Governors, in considering the best interests of this Association, shall consider the effects of any action upon employees, upon suppliers and customers of this Association and upon communities in which offices or other establishments of this Association are located, and all other pertinent factors. The consideration of these factors shall not constitute a violation of Section 1 hereof.

**SECTION 3** - Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Governor or any failure to take any action shall be presumed to be in the best interests of the Association.

**SECTION 4** - The indemnification and advancement of expenses provided by, or granted pursuant to this Article XIII shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Governor, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

**SECTION 5** - This Association shall have the authority to create a fund of any nature which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner, its indemnification obligations, whether arising under these Bylaws or otherwise. This authority shall include, without limitation, the authority to:

- (i) deposit funds in trust or in escrow;
- (ii) establish any form of self-insurance
- (iii) secure its indemnity obligation by grant of a security interest, mortgage or other lien on the assets of this Association or
- (iv) establish a letter of credit, guaranty or surety arrangement for the benefit of such persons in connection with the anticipated indemnification or advancement of expenses contemplated by this Article XIII.

The provisions of this Article XIII shall not be deemed to preclude the indemnification of, or advancement of expenses to, any person who is not specified in Section 4 of this Article XIII but whom this Association has the power or obligation to indemnify, or to advance expenses for, under the provisions of the BCL or the DLA or otherwise. The authority granted by Section 4 shall be exercised by the Board of Governors of this Association.

**SECTION 6** - As soon as practicable after receipt by any person specified in Section I of this Article XII of notice of the commencement of any action, suit or proceeding specified in Section I of this Article XII, such person shall, if a claim with respect thereto may be made against this Association under Article VII of these Bylaws, notify this Association in writing of the commencement of threat thereof; however, the omission so to notify this Association shall not relieve this association from any liability under Article XII of these Bylaws unless this Association shall have been prejudiced thereby or from any other liability which it may have to such person other than under Article XII of these Bylaws. With respect to any such action as to which such person notifies this Association of the commencement or threat thereof, this Association may participate therein at its own expense and, except as otherwise provided below, to the extent that it desires, this Association jointly with any other indemnifying party similarly notified, shall be entitled to assume the defense thereof, with counsel selected by this Association to the reasonable satisfaction of such person. After notice from this Association to such person of its election to assume the defense thereof, this Association shall not be liable to such person under Article XII of these Bylaws for any legal or other expenses subsequently incurred by such person in connection with the defense thereof other than as otherwise provided

below. Such person shall have the right to employ his own counsel in such action, but the fees and expenses of such counsel incurred after notice from this Association of its assumption of the defense thereof shall be at the expense of such person unless:

(i) the employment of counsel by such person shall have been authorized by this Association;

(ii) such person shall have reasonably concluded that there may be a conflict of interest between this Association and such person in the conduct of the defense of such proceeding; or

(iii) this Association shall not in fact have employed counsel to assume the defense of such action.

This Association shall not be entitled to assume the defense of any proceeding brought by or on behalf of this Association or as to which such person shall have reasonably concluded that there may be a conflict of interest. If indemnification under Article XII of these Bylaws or advancement of expenses are not paid or made by this Association, or on its behalf, within 90 days after a written claim for indemnification or a request for an advancement of expenses has been received by the Association, such person may, at any time thereafter, bring suit against this Association to recover the unpaid amount of the claim or the advancement of expenses.



The right to indemnification and advancements of expenses provided hereunder shall be enforceable by such person in any court of competent jurisdiction. The burden of proving that indemnification is not appropriate shall be on this corporation. Expenses reasonably incurred by such person in connection with successfully establishing the right to indemnification or advancement of expenses, in whole or in part, shall also be indemnified by this Association.

**SECTION 7** - The repeal of this Article XIII or any amendment hereof which may impair or otherwise diminish the protection afforded hereby to the persons described herein shall be effective only with respect to acts or omissions by such persons which occur after the effective date of such repeal or amendment and shall have no effect whatsoever with respect to acts or omissions occurring prior to such effective date.

**SECTION 8** - Notwithstanding any other provisions of these Bylaws, the approval of House of Delegates shall be required to amend or repeal this Article XIII or to adopt any provision as part of these Bylaws which is inconsistent with the purpose of this Article XIII.

## **ARTICLE XIV - Local Associations**

**SECTION 1** - All local associations and their by-laws must be approved by the Board of the Association.

**SECTION 2** - Membership in Local Associations

A. Funeral Homes and branch funeral homes licensed and approved by the Commonwealth of Pennsylvania shall be eligible to be voting members of the local associations where their firm is located.

B. Licensed funeral directors who are employed by or who hang their license in a member firm of the PFDA shall be eligible for voting membership in the local association located in the town, city, county or counties where his or her license is registered with the State Board of Funeral Directors.

C. Members shall be of good moral character; they shall conduct themselves so as to reflect credit upon our profession; and they shall comply with the Funeral Director Law of Pennsylvania and all rules and regulations prescribed by the State Board of Funeral Directors and all other civil and criminal laws of this Commonwealth or any other jurisdiction.

D. Application for membership shall be in accordance with regulations prescribed by the Association.

E. A funeral director of the Commonwealth of Pennsylvania licensed and approved by the Commonwealth of Pennsylvania cannot be denied membership in the local association representing the municipality, county or counties where his or her license is registered with the State Board of Funeral Directors contingent upon compliance with Section C, above.

F. A funeral director whose license is suspended or revoked by the State Board of Funeral Directors shall have his membership revoked or suspended for a like period.

### **SECTION 3 - Management of Local**

A. The Association shall have jurisdiction over all local associations.

B. Each local association shall elect officers in accordance with its bylaws.

C. Management of each local association shall be in accordance with its own Constitution, Bylaws or prescribed regulations, provided they do not in any way conflict with PFDA Bylaws or any amendments thereto.

D. The Board of the Association shall decide all disputed questions arising from any conflict in the interpretation of the Bylaws of the local association and the Association, and their decisions shall be final. A current copy of each Local Association's Bylaws shall be filed with the Association.

E. The fiscal year for all local associations shall be from January 1<sup>st</sup> to December 31<sup>st</sup> of the ensuing year.

F. It shall be the duty of the secretary of each local association to forward to the Association office, immediately upon action regarding membership by such local Association, the following information:

1. Name, address, etc. of new members;
2. Name, address, etc. of members lost by death;
3. Name and address, etc. of members suspended;
4. On an annual basis the Association will send to the Local

Association Secretary, the name, address, etc. of current members of the Local Association including the-following information:

1. Funeral Director License Number - Name of Funeral Director
2. Name of Funeral Home where license is displayed
3. Street address, city, state and zip code for said funeral home
4. Telephone number and area code
5. Name of local association

It shall be the duty of the Association office to contact the Secretary of the appropriate local Association within five (5) working days of receipt of any application, and provide information regarding same initially received in the Association office in Harrisburg.

G. The Association office shall forward directly to each member of the Association, in good standing on or before December 31 of the ensuing year, a statement for the annual dues of the Association in the following manner:

1. Total Case volume dues as determined by the number of death certificates provided;
2. Local Association Dues;
3. Contributions to PAC, Funeral Service Action Fund or any other fund.

Payment of such statements shall be submitted directly to the Association. The office of the Association shall forward monthly, to the secretary of the local association, a list of the members in good standing with the Association and shall remit such local dues to the local associations on a monthly basis.

## **ARTICLE XV – Finances**

### **SECTION 1**

A. The Board shall direct that an adequate set of books be maintained at the Association offices.

B. All monies due the Association shall be collected by the Association office.

C. The Board shall employ the services of a Certified Public Accountant who shall annually audit or review the books and prepare a certified statement as to the financial position of the Association.

### **SECTION 2**

The Board shall designate the institution or institutions where funds of the Association shall be deposited, provided they are institutions where funds are protected by Federal Deposit Insurance Corporation or equivalent.

### **SECTION 3**

The fiscal year for the association shall be January 1<sup>st</sup> to December 31<sup>st</sup>.

### **SECTION 4**

A. The Board shall cause to have a prepared budget for each year's operation of the association.

B. The Board shall also cause the Annual Financial Statement, as prepared by the Certified Public Accountant, to be presented at the Annual Convention and also to be published in the written Annual Report of the Association.

## **SECTION 5**

A. The President, President-Elect, Secretary-Treasurer, Executive Director, Chief Operating Officer and others authorized by the Board are hereby authorized to sign checks for all financial obligations incurred in accordance with the budget adopted by the Board, upon presentation of proper statements covering the same approved by the Executive Director, or Chief Operating Officer.

B. Obligations for extraordinary expenses in excess of \$10,000 may not be incurred without approval of the Board.

C. The Board of Directors shall receive on a monthly basis complete financial statements which include a balance sheet, income and expense compared to budget and check register of all bills paid.

## **ARTICLE XVI - Official Publication**

### **SECTION 1**

A. The Board shall publish, or cause to be published a periodical under the direction of the Executive Director, to be known as the The Reporter.

B. This periodical shall be the official publication of the Association and shall be mailed to the entire membership. For additional mailings, each firm shall be billed and pay an annual amount to be determined by the Board of Governors.

However, the Board may also utilize other communications media to alert members to matters of interest to the Association and the Association's position with respect to such matters.



## **ARTICLE XVII - Amendments**

### **SECTION 1**

#### **A. Bylaw Change when instituted by Local**

These Bylaws may be altered or amended by a vote of the House of Delegates, when such recommended or suggested change has been duly presented by a local association to the President or the Association, as prescribed in Section 2, of this Article. Such petitions shall be filed by local associations with the Executive office of PFDA. They shall set forth, among other things, the object sought to be accomplished; they must state that same represents the will of the majority of the firm membership of said local associations and they shall be signed by the President and attested by the Secretary of said Local Association. A two-thirds vote of House of Delegates present is necessary to change the Bylaws pursuant to this Section. The procedure regarding notification of a Bylaw change will occur as set forth in Section 2.

### **SECTION 2 - Bylaw change when instituted by the Association**

Petitions seeking to effect such changes or amendments shall be sent by the Association office to all local association members 30 days prior to the Annual Convention or special meeting.

A two-thirds vote of the House of Delegates present is necessary to change the Bylaws pursuant to this Section.

## **ARTICLE XVIII - Repeal and Effective Date**

### **SECTION 1**

These Bylaws shall take effect immediately upon adoption by the Association and shall repeal, as of the date of their passage, any and all Bylaws of the Association heretofore in effect. (Adopted May 1, 1942, Amended May 10, 1944, May 3, 1947, May 26, 1948, June 4, 1952, June 1, 1955, June 4, 1959, May 25, 1966, June 14, 1967, June 11, 1997, July 8, 1971, May 24, 1972, May 30, 1974, May 27, 1976, May 26, 1977, November 10, 1977, May 25, 1978, September 21, 1978, May 31, 1979, May 29, 1980, June 5, 1981, November 18, 1992, February 2, 1994, June 13, 1995, June 11, 1996, February 2, 1999, June 27, 2000, June 26, 2002, October 28, 2008, June 14, 2011 and June 14, 2016).

By-law revision August 14, 2024