

## Constitution of the Cleveland Memorial Society

Section 1. The purpose of the Society is to promote economy, dignity, and simplicity in funeral arrangements through education, including newsletters, public meetings, lectures, its website, and other social media. The organizational activities include:

- Educating consumers about the options for memorial services and disposition of bodies.
- Promoting and protecting the opportunity for every person to choose the type of funeral which that person desires
- Reducing unjustifiable costs of burial, cremation, and other body disposition services
- Educating consumers about the rights guaranteed by the FTC Funeral Rule
- Educating about end-of-life options, such as Living Wills, appointment of a representative for funeral arrangements, Powers of Attorney, etc.
- Assisting consumers in finding affordable funeral arrangements
- Advocating for consumer protections and advocating for making information regarding funeral costs easily accessible.

Section 2. We contract with a select number of funeral directors in the northeast Ohio region to provide our members reasonably priced direct cremation or burial as defined in Article II below, in accordance with this Constitution, the laws of the State of Ohio, and all federal regulations.

Section 3. The Society maintains its status as an affiliate of the national Funeral Consumers Alliance.

### Article II

Section 1. Our contract with selected funeral directors includes two types of service:

- Direct Cremation
- Direct Burial

Section 2. More complete details and minimum charges for the two types of services described above are set in the Society's contract with licensed funeral directors. The charges are subject to any general change in price level, concerning which the Society will notify its members.

Section 3. The Society assumes no legal or financial responsibility for the final disposition of the body.

### Article III

Section 1.

Any person, without regard to race, creed, sex, sexual orientation, religion, or national origin shall be eligible for membership. Membership in the Society shall be extended to persons who approve and subscribe to the purposes and procedures of the Society as outlined in the Articles of Incorporation and

this Constitution, and who pay a modest lifetime membership fee and such other fees as may be voted as determined by the Board of Directors.

#### Article IV

Section 1. The annual meeting of the Society shall be held each year, at a time and place to be designated by the Board of Directors.

Section 2. Special meetings of the Society shall be called by the President upon written petition of 25 members or at the request of a majority of the Board of Directors, provided the reasons for such meetings are stated in writing by the petitioners or by a majority of the Board of Directors. In the event the requirements for calling a special meeting have been met, the Secretary shall mail a notice to each member at least 10 days before such meeting which shall include a statement of the reasons for the meeting.

Section 3. At any meeting of the Society, a quorum shall consist of 10% of the total enrolled membership or 15 members, whichever is less.

Section 4. Voting shall be extended to all members who are over 21 years of age.

#### Article V

Section 1. The governing board of the Society shall be the Board of Directors, consisting of thirteen members as follows: four officers, namely the President, the Vice President, the Secretary, and the Treasurer, and up to nine Trustees. Any person who has served as President may be appointed as Past President and shall vote as a Trustee.

Section 2. The duties of the Board of Directors shall be to establish the policies affecting the operation of the Society. The Board of Directors shall meet at the call of the President and/or Vice President. The duties of the four officers shall be as follows:

a) The President shall direct the operations of the Society and preside over all meetings.

b) The Vice President shall act in the place of the President in the latter's absence.

c) The Secretary shall record all meetings of the Society and the Board of Directors.

d) The Treasurer shall act as business manager of the Society and shall be bonded in such amount as required by the Board of Directors and shall make a financial report at each meeting of the Board of Directors and at the annual meeting of the Society.

Section 3. The President and Treasurer jointly shall sign contracts for the Society upon authorization by the Board of Directors.

Section 4. In addition to the duties enumerated in this Article, the officers of the Society shall perform such duties as are customary to their respective offices.

Section 5. A quorum shall consist of a majority of the Board of Directors.

Section 6. The Board of Directors may appoint an advisory committee from time to time as needed.

Section 7. The President, with the approval of the Board of Directors, shall appoint a legal advisor to the Society, who shall serve at the pleasure of the Board.

Section 8. No less than a month prior to the annual meeting the Board of Directors shall elect a nominating committee to nominate officers and trustees. The nominating committee shall consist of three members, only one of whom shall be a member of the Board of Directors, and the other two from the membership of the Society.

Section 9. The nominating committee shall nominate for election at the annual meeting the officers and trustees to be elected by the membership-at-large.

Section 10. The nominating committee shall report its nominations to the President prior to the Annual Meeting in sufficient time to permit the President to notify the membership of the nominations at least ten days prior to the Annual Meeting. At the Annual Meeting the membership shall have the opportunity to make additional nominations from the floor.

Section 11. Trustees may be elected as necessary to fill the vacancies caused by the expiring terms of current Trustees. In the event a vacancy occurs on the Board, the remaining members of the Board may elect a member of the Society to fill the vacancy until the following Annual Meeting when the remainder of the term, if any, shall be filled by election of the membership.

#### Article VI

Section 1. The officers of the Society shall serve for a term of one year. In the event of a vacancy, the Board of Directors shall elect a member of the Society to fill the vacancy until the following Annual Meeting.

Section 2. No officer shall serve more than six consecutive terms (six years).

Section 3. The term of any Trustee shall be for three years.

#### Article VII

Section 1. The Board of Directors may amend the Constitution by unanimous vote. The Secretary must notify all members of proposed bylaws changes not less than 14 days prior to a vote.

The constitution of the Society may also be amended at any regular or special meeting of the Society by a two-thirds vote of those present, provided a copy of the proposed amendment is included with the notice of the meeting that is mailed to the membership as provided in Article IV, Sections 1 and 2.

Section 2. Parliamentary procedure as set forth in Roberts Rules of Order is hereby adopted as the Rules of Order of the Society.

Section 3. The By-Laws of the Society are automatically conformed to any and all approved amendments to the Constitution.

#### Article VIII

Section 1. In the event of dissolution of this corporation, distribution of assets remaining after payment of all liabilities shall be determined by direction of the members at a meeting called for that purpose, and recipients of said distribution in dissolution shall be limited to recognized nonprofit organizations, preferably to another society having similar purposes who could continue serving the society's membership. No part of such distribution shall go to any member of the Cleveland Memorial Society.

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*October 2022*