

Illinois Funeral Directors Association

CONSTITUTION

ARTICLE I - NAME AND OBJECT

Section 1.

This Association shall be known as the Illinois Funeral Directors Association.

Section 2.

The mission of the Illinois Funeral Directors Association is to provide the resources to support our members in being professionally, ethically and operationally superior, and to advocate for the funeral service profession.

ARTICLE II - MEMBERSHIP

Section 1.

Any person, or firm, lawfully engaged in the practice of funeral directing, or any person, or firm, lawfully engaged in the practice of funeral directing and embalming, and of good moral character, and licensed in the State of Illinois is eligible for full membership in this Association upon application to, and approval by the Executive Director/Executive Administrator. A full member of this Association shall be a licensed funeral director or funeral director and embalmer in the State of Illinois and either an employee of a firm holding Firm Membership or an individual holding an Individual Non-Firm Membership. A full member shall be entitled to all of the rights and privileges of membership in the Association, including the right to vote on issues before the membership, the right to receive all mailings and correspondence from the Association, and the right to attend programs and events sponsored by the Association at member rates.

Section 2.

The following classes of membership are hereby created:

(a) FIRM MEMBERSHIP. Firm Membership must be held by a business entity lawfully engaged in the practice of funeral directing or funeral directing and embalming in the State of Illinois. Owners and all licensed employees must be reported to the Association annually and one licensee must be designated as the responsible party. The Association shall hold such firm and designated individual party responsible for actions of the firm and its employees, in regard to Association matters which were known or should have reasonably been known by them. All reported licensees shall be full members of the Association and have all rights thereof. All licensed employees designated by the firm shall each have the right to vote on issues before the membership if registered prior to a vote.

(b) INDIVIDUAL NON-FIRM MEMBERSHIP. Individual Non-Firm Membership may be held by any funeral director or funeral director and embalmer duly licensed to practice as such under the laws of the State of Illinois and who does not hold an ownership interest in a business entity directly and lawfully engaged in the practice of funeral directing or funeral directing and embalming in the State of Illinois. For this purpose, ownership interest is defined as owning ten percent (10%) or more of a firm. Individual Non-Firm Members shall be full members of the Association and have all rights thereof, including the right to vote on issues before the membership if registered prior to a vote.

(c) STUDENT MEMBERSHIP. Student Membership may be held by prospective Illinois funeral director and embalmer 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 during the period in which they are so enrolled. Student Members shall not be entitled to hold office and shall not be entitled to participate in any business or vote in any election of this Association. Student Members shall have the right to receive mailings and attend sponsored programs and events at member rates.

(d) HONORARY MEMBERSHIP. Honorary Memberships may be bestowed annually by the IFDA Board of Directors. Honorary Members shall have the right to receive mailings, but no voting rights.

(e) ASSOCIATE MEMBERSHIP. Associate Membership may be held by any funeral service supplier or vendor as approved by the Executive Director/Executive Administrator. Associate Members who are licensed funeral directors or licensed funeral director and embalmers may serve on Association committees. Associate Members shall not be entitled to hold office or vote in any election of this Association. Associate Members shall receive all IFDA publications.

(f) LICENSED INTERN MEMBERSHIP. Licensed Intern Membership may be held by any individual licensed as a funeral director and embalmer intern in the State of Illinois. Licensed Intern members shall not be entitled to hold office and shall not be entitled to participate in any business or vote in any election of this Association. Licensed intern members shall have the right to receive mailings and attend sponsored programs and events at member rates.

Section 3.

This Association is and shall continue to be a Charter Association of the National Funeral Directors Association of the United States, Inc.

ARTICLE III — MEMBERSHIP DUES AND DISCIPLINARY ACTION

Section 1.

The dues for all types of membership shall be in such an amount as the Board of Directors of this Association may determine.

Section 2.

Any member in arrears in payment of dues for more than sixty (60) days' dues shall not be in good standing, cannot vote upon any question, or attend any meeting, program or seminar of this Association, at member rates, until such dues are paid. Any member in arrears in payment of dues for more than ninety (90) days shall forfeit his or her membership.

Section 3.

Any former member who lost their membership for non-payment of dues may be reinstated upon filing a new application and paying such reinstatement fee as the Board of Directors, in its sole discretion, may determine.

Section 4.

Membership in this Association shall not be transferable.

Section 5.

Any member of the Association may have their membership placed on probation, suspended or terminated by a majority vote of the Board of Directors if any such action is recommended by the Ethical Practice Committee.

The Ethical Practice Committee may hold hearings on any complaints or information and shall recommend probation, suspension or termination if:

- (a) the member is convicted of a criminal offense constituting a felony;
- (b) the member is accused of violating the Constitution of the Illinois Funeral Directors Association;
- (c) the member is accused of violating the Code of Professional Conduct as adopted by the Illinois Funeral Directors Association;
- (d) the member is accused of violating the Code of Ethics as adopted by the Illinois funeral Directors Association;
- (e) The license of the member is suspended or revoked by the State of Illinois; or
- (f) The facts and circumstances warrant such action.

Prior to any hearing, the charges shall be reduced to writing, which written charges and notice of time and place of the hearing shall be mailed to the accused by certified, return receipt mail at least thirty (30) days before any hearing thereon. The member shall have the right to be represented by counsel, to have all witnesses testify under oath and to offer evidence, both oral and documentary, in his or her defense. If the member is found to be responsible for any of the offenses enumerated in this Section, the record made before the Committee shall be furnished to the Board of Directors and a determination made by said Board on the record regarding any disciplinary action to be taken. No new evidence may be introduced before the Board, but the member or his attorney shall be given the opportunity of making an oral statement before the Board.

ARTICLE IV — BOARD OF DIRECTORS

Section 1.

The activities of this Association shall be governed by a Board of Directors. The Board of Directors shall consist of the Officers of the Association, which are the President, the President-elect, the Vice President and the Secretary/Treasurer; the Immediate Past President; six Regional Directors; and the National Funeral Directors Association Policy Board Representative. Each of these individuals shall be a full member in good standing of the Association and a licensed funeral director or licensed funeral director and embalmer in the State of Illinois. Each of these individuals shall also be a member of the National Funeral Directors Association. Voting by the Board of Directors shall be by majority of the members in its entirety.

Section 2.

All members of the Board of Directors shall be members of the Board of Directors of IFDA Services, Inc., Illinois Funeral Service Foundation and IFDA PAC.

Section 3.

During the interim between the meetings of the Annual Convention, the government of the Association shall repose in the Board of Directors. Said Board of Directors shall cause the Constitution of this Association to be faithfully executed and administered; shall have and exercise all executive authority whatsoever through itself or a properly delegated committee or person over all the activities of the Association and the members thereof, and in like manner have full management and control of all matters as to or of disputes, discipline, rules, property, interpretation of laws, and all other activities of the Association, except when otherwise provided for in this Constitution.

Section 4.

The Executive Director/Executive Administrator shall be appointed by the Board to serve at the pleasure of the Board and to function as the chief executive officer of the Association. The chief executive officer shall have the title of Executive Director/Executive Administrator or such other title as the Board shall deem desirable, and shall be directly responsible to the Board. The Executive Director/Executive Administrator shall manage, supervise, and direct the operations of the Association's headquarters office within the authority delegated by the Board. The Executive Director/Executive Administrator is responsible for the employment, termination, and management of staff members. The Executive Director/Executive Administrator shall be reviewed at least annually by the Executive Committee, which shall present its recommendations to the Board. The Executive Director/Executive Administrator shall not have the right to vote.

Section 5.

The Board of Directors, by the affirmative vote of two-thirds of the votes of present voting members of the Board of Directors, may remove any director from the Board of Directors at any time for conduct which is deemed inappropriate or for failure to attend multiple meetings of the Board of Directors in any Association year. The manner of removal shall be as follows:

(a) A written recommendation for removal of any director shall be signed and delivered by any member of the Board of Directors to the President of the Association. The recommendation shall include a detailed description of the basis for removal. If the President is the subject of the removal recommendation, the written recommendation for removal shall be delivered to the President-elect of the Association.

(b) The President or President-elect shall contact the director subject to the recommendation, allowing him or her, the opportunity to reply to the recommendation for removal by presenting a written statement at least three (3) days prior to the meeting of the Executive Committee in which the recommendation is to be reviewed. A copy of the written recommendation for removal shall be delivered to the subject director.

(c) A meeting of the Executive Committee shall be convened to review the recommendation for removal and to review the reply from the subject of the recommendation. The Executive Committee will vote to dismiss the recommendation for removal or to recommend removal to the Board of Directors of the Association.

(d) Upon a recommendation from the Executive Committee, the Board of Directors will convene to review the recommendation of the Executive Committee. The director subject to the recommendation shall have an opportunity to appear before the Board of Directors to reply to the recommendation for removal.

(e) The Board of Directors, by the affirmative vote of two-thirds of the votes of present voting members of the Board of Directors, may adopt or reject the recommendation of the Executive Committee. Upon the vote adopting a recommendation for removal, the subject director shall be immediately terminated as a director, shall attend no further meetings of the Board of Directors, nor exercise any of the duties and privileges of a director of the Association.

(f) At no time during the consideration of the removal of a director from the Board of Directors shall the subject director vote or participate in the discussion of the recommendation by the Executive Committee to the Board of Directors of the Association.

ARTICLE V — COMMITTEES AND BOARDS

Section 1.

The following standing committees shall be formed.

Executive Committee	Ethical Practice Committee
Election Committee	Nominating Committee

Unless otherwise provided in this Constitution, the President with the approval of the Board of Directors shall appoint the chairman, co-chairman and the members of all committees who shall be members of the Illinois Funeral Directors Association in good standing. The Board of Directors shall have the power to appoint such other committees as are needed.

Section 2.

The Executive Committee shall be made up of the President, the Vice President, the President-elect, the Secretary/Treasurer and the Immediate Past President. The Executive Committee's duties shall be to transact routine business between meetings of the Board and shall act in emergencies. All business transacted by the Executive Committee shall be reported to the Board at or before its next meeting.

Section 3.

The Election Committee shall be established by affirmative vote of a majority of Directors and shall be made up of members not currently members of the Board of Directors. The Election Committee shall receive, record and certify the ballots cast in an election and will uphold the integrity of the election process.

Section 4.

The Nominating Committee shall be made up of the President, President-elect, and the Immediate Past President. The Nominating Committee shall be responsible for identifying and recruiting candidates, receiving statements of candidacy, ascertaining that candidates are members in good standing and presenting a slate of qualified candidates to the membership for each position on the Board of Directors.

Section 5.

Unless otherwise provided by the Board of Directors or by this Constitution, the number of persons constituting each committee shall be determined by the Board of Directors and they shall serve for a term of one year with the right to successive or additional terms.

Section 6.

Vacancies on all committees and boards may be filled for the unexpired term by appointment by the President with the advice and consent of the Board of Directors.

Section 7.

The Executive Committee, with the advice of the Board of Directors, shall appoint such committees as may be needed to conduct the business of the Association.

Section 8.

National Funeral Directors Association Policy Board Representatives to represent the Illinois Funeral Directors Association at the Conventions of the National Funeral Directors Association of the United States, Inc., shall be a member in good standing appointed by the President with the approval of the Board of Directors.

ARTICLE VI — OFFICERS, BOARD, DIRECTORS AND THEIR DUTIES

Section 1.

The officers of this Association are the President, the President-elect, the Vice President, the Secretary/Treasurer, and the Immediate Past President. These officers, with the exception of the President and the Immediate Past President, shall be elected by the membership of the Association. The President-elect shall automatically become President of this Association at the election of his or her successor the following year. The President shall automatically become Immediate Past President of this Association at the installation of the successor President. Additionally, six Regional Directors shall be elected by the membership at large in their respective regions in advance of the Annual Meeting as hereinafter provided. The National Funeral Directors Association Policy Board Representative shall be appointed by the President with the approval of the Board of Directors.

Section 2.

Elected Officers shall hold office for the term of one year from the date of election, or until their successors are duly elected and qualified. The Secretary/Treasurer shall have the right to succeed himself or herself for one additional year, if elected.

Elected Regional Directors shall serve two-year terms and be eligible to succeed themselves for an additional term, if elected. Terms shall be staggered so that three Regional Directors generally stand for election each year. Regional Directors shall maintain a firm or personal residence within the region from which they are elected throughout the term of office.

The Policy Board Representative's term shall coincide with NFDA policy.

With the exception of terms spent as Regional Directors, following six (6) consecutive elected years serving on the Board of Directors of the Association, a resting period of at least two (2) years is mandatory before a member can again be elected as a Director.

Section 3.

The President shall preside at all meetings of the Association, and of the Board of Directors, and shall be an ex-officio member of all committees and shall be generally responsible for the conduct of all the activities of the Association.

Section 4.

The President-elect shall assist the President in the performance of the details of the duties of his or her office and in the temporary absence or inability of the President, shall act as President and perform those duties for the interim period. Should the office of President become vacant prior to the conclusion of the term of the President, the President-elect shall immediately assume the office of President.

Section 5.

The Vice President shall assist the President and President-elect in the performance of the details of the duties of his or her office and in the temporary absence or inability of the President and President-elect, shall act as President and perform those duties for the interim period.

Section 6.

The Secretary/Treasurer shall ensure that an accounting is maintained of all moneys received and expended for the use of the Association. The Secretary/Treasurer shall report on the financial condition of the Association at all meetings of the Board, at the annual business meeting and at other times as called upon by the President. The Secretary/Treasurer, with the approval of the Board, may delegate any part or all of the duties of the Treasurer to the Executive Director/Executive Administrator except the right to vote or take action not in accordance with Board policy or this Constitution, provided that the Secretary/Treasurer will continue to be responsible for the supervision and proper performance thereof. The Secretary/Treasurer shall have such other duties as the President or the Board may assign. An independently audited report of the books and records of the Association will be made available to the members.

Section 7

The President may appoint a Sergeant-at-Arms to serve as occasion may require. It shall be the duty of the Sergeant-at-Arms to tile the door and examine the credentials of members before admittance to any regular or special meeting of this Association, as ordered by the President.

Section 8.

The Regional Directors shall implement all mandates from the Board of Directors within their respective regions, shall act as liaison officers between the regions and the Illinois Funeral Directors Association.

Section 9.

The Policy Board Representative shall attend all Policy Board meetings, convey the issues and directives relating to funeral directors in Illinois, and report to the Association the actions and activities of the National Funeral Directors Association.

ARTICLE VII — VOTING

Any matter requiring the vote of the membership or any part thereof, may be conducted by mail or electronic means if so ordered by the Board of Directors. In all voting and in decisions of any committee or board, the vote shall be by ballot or by audible or visual means, except where more than one-third of those present and entitled to vote demand a secret ballot, but no member shall be permitted to vote by proxy.

All voting by mail or electronic means shall be in a manner provided by the Board of Directors which shall verify voting eligibility and ensure secrecy of the ballots.

ARTICLE VIII – ELECTIONS

Section 1.

Candidates for any position on the Board of Directors shall be a full member in good standing of the Association. Each of these individuals shall also be a member of the National Funeral Directors Association. In all elections the vote shall be by secret mail ballot or electronic means, but no member shall be permitted to vote by proxy.

Section 2.

In February, qualified members shall be invited, as described in Article II, Section 1, to indicate to the Nominating Committee their interest in any position on the Board of Directors. Such candidates shall state their intention in writing by March 1 and shall provide biographical and background information on a form provided by the Board of Directors. All qualified candidates providing the appropriate information will be placed on an election ballot. A candidate may withdraw his or her name from consideration at any time.

The Nominating Committee shall meet subsequently to review the qualifications of the candidates. The Nominating Committee shall report to the membership the qualified candidates for each position on the Board of Directors, and may include a recommended slate of candidates. The slate of candidates may be from those individuals that submitted their candidacy or from other candidates the committee may solicit. The report shall be published in the May Newsletter or a similar earlier mailing along with the candidate's qualifications.

Section 3.

Any election requiring a vote of the membership or any part thereof will be conducted by mail or electronic means. Any such election shall be conducted in the following manner:

All voting members in good standing shall be provided a ballot for his or her vote, and a notice of the required deadline to cast their vote.

The affirmative vote of a majority of those validly casting ballots shall be considered the valid membership action on any matter submitted to membership vote. The decisions of and any results reported by the Election Committee are final.

Voting by mail or electronic means shall be in a manner provided by the Board of Directors which shall verify voting eligibility and ensure secrecy of the ballots. In all cases of voting by mail or electronic means, the Board of Directors shall determine the date on which ballots shall be issued to the membership and the final date for return of the ballots. Once the Board of Directors has verified the results of the election, all ballots and voting materials shall be destroyed.

Section 4.

Candidates for the office of President-elect, Vice President and Secretary/Treasurer will be reported along with the candidate's qualifications. The election of Officers of the Association will be conducted by mail or electronic means.

Section 5.

Candidates for the office of Regional Director will be reported in the May Newsletter or a similar earlier mailing along with the candidates' qualifications. Candidates shall be a firm or individual resident of the region from which their candidacy is proposed. The election of Regional Directors of the Association will be conducted by mail or electronic means. Two Regional Directors shall be elected from each of the following regions:

Region 1 Boone, Bureau, Carroll, Cook, Dekalb, DuPage, Grundy, Henry, Jo Davies, Kane, Kankakee, Kendall, Lake, LaSalle, Lee, Livingston, Marshall, McHenry, Mercer, Ogle, Putnam, Rock Island, Stark, Stephenson, Whiteside, Will, and Winnebago.

Region 2 Adams, Brown, Cass, Champaign, Christian, Clark, Coles, Crawford, Cumberland, De Witt, Douglas, Edgar, Ford, Fulton, Hancock, Henderson, Iroquois, Jasper, Knox, Logan, Macon, Mason, McDonough, McLean, Menard, Morgan, Moultrie, Peoria, Piatt, Pike, Sangamon, Schuyler, Scott, Shelby, Tazewell, Vermilion, Warren, and Woodford.

Region 3 Alexander, Bond, Calhoun, Clay, Clinton, Edwards, Effingham, Fayette, Franklin, Gallatin, Greene, Hamilton, Hardin, Jackson, Jefferson, Jersey, Johnson, Lawrence, Macoupin, Madison, Marion, Massac, Montgomery, Monroe, Perry, Pope, Pulaski, Randolph, Richland, St. Clair, Saline, Union, Wabash, Washington, Wayne, White, and Williamson.

ARTICLE IX — MEETINGS

Section 1.

Regular and Special meetings of this Association shall be held at such time and place as may be determined by the Board of Directors.

Section 2.

Special meetings of the membership of the Association or the Board of Directors may be called by the President or a majority of the Board of Directors.

Section 3.

The meetings of the Board of Directors may be in the manner and place as provided by the Board of Directors. Special meetings of the Board of Directors may be called by the President or a majority of the Board of Directors.

ARTICLE X - AMENDMENTS

Section 1.

This Constitution may be amended by a two-thirds vote of all the members validly casting votes regarding each amendment as provided in this constitution but no member shall be permitted to vote by proxy.

Section 2.

All proposed amendments to this constitution shall be submitted in writing to the Board of Directors for approval. Upon action by the Board of Directors, such proposed amendment or amendments with the report and recommendations of the Board of Directors shall be reported in writing to the membership at least thirty (30) days prior to a vote.

ARTICLE XI MISCELLANEOUS

Section 1.

The Association shall keep at its principal office complete and correct records and books of account, and shall keep minutes of the proceedings of its members, Board of Directors, and any committee, as well as a list or record containing the names and addresses of all members.

Section 2. Indemnification.

The Association shall indemnify all Officers, Directors, members and employees for expenses incurred with the defense or settlement of any claim against such person by reason of service as Officer, Director, committee member or employee, in accordance with policies and procedures adopted by the Board of Directors, unless a judgment or other adjudication shall establish that such claim arose or resulted from any fraudulent, criminal, malicious or knowingly wrongful act, error, or omission of such person.

Section 3. Insurance.

To the extent permitted by law, the Association shall have the power to purchase and maintain insurance on any Director, Officer, employee or agent against any liability, asserted against him or her and incurred in such capacity and arising out of his or her position with or actions on behalf of the Association.

Section 4. Interpretation

The interpretation and implementation of this Constitution, where not explicitly clear, shall be governed by a written set of policies and procedures promulgated and from time to time reviewed and updated by the Board of Directors.

Section 5. Fiscal Year

The fiscal year shall commence on the first day of June and shall end on the 31st day of May.

Section 6. Dissolution

The Association shall use its funds only to accomplish the objectives and purposes specified in this Constitution, and no part of said funds shall inure or be transmitted to the members of the Association. On dissolution of the Association, any funds remaining shall be transmitted to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board.

Approved by the IFDA membership June 27, 2017.