

**Bylaws
of
Funeral Consumers Alliance of Central Texas**

ARTICLE I

Name, Purposes, Offices and General Provisions

Section 1. Name. The name of the corporation is Funeral Consumers Alliance of Central Texas, hereinafter called the Corporation.

Section 2. Purpose. The Corporation is organized exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding sections of any future federal tax code.

Section 3. Offices. The Corporation shall have a registered office, and may have other offices at such places as the Board of Directors may from time to time determine, or as the activities of the Corporation may require.

ARTICLE II

Membership

Section 1. Authority for membership. The Board of Directors may establish, and from time to time amend, such classes or categories of members as it deems appropriate.

Section 2. Benefits, Dues and Policies. The Board of Directors may establish, and from time to time amend, membership qualifications, benefits, dues, and policies for each class or category of members established by the Board.

Section 3. Good standing defined. As used in these Bylaws, or in policies and procedures, "member in good standing" shall mean a person or an organization that has paid the required dues for the member's category of membership, and that has complied with the other requirements of membership as determined by the Board of Directors.

Section 4. Members non-voting. Members shall not be members of the Corporation, and shall not have voting rights in respect thereof.

Section 5. Resignation. Any member may resign by filing a written resignation with the Secretary of the Board of Directors, which resignation shall become effective on the date specified in the written resignation, but in no case before the date of receipt. If no date is specified, the effective date of the resignation shall be the date of receipt.

ARTICLE III

Board of Directors

Section 1. General Powers. The activities, property, monies, and affairs of the Corporation shall be managed by the Board of Directors, hereinafter called the Board, who may exercise all such powers of the Corporation as are permitted by statute, the Articles of Formation, and these Bylaws.

Section 2. Number and Qualifications. The Board of Directors shall consist of not more than nine (9) members, which number may be increased or decreased from time to time by amendment of these Bylaws, *provided* that the number of directors shall not at any time be less than three (3), and *provided further* that no decrease in the number of directors shall have the effect of shortening the term of any incumbent director. All members of the Board shall be members of the Funeral Consumers Alliance of Central Texas in good standing as defined in these Bylaws. No person shall be eligible to serve on the Board who is associated in any manner with an entity that provides funeral goods or services.

Section 3. Term of Office. The term of office for directors shall be three (3) years. Directors may be reappointed or reelected to a second or third consecutive term, after which the director shall be ineligible for reelection or appointment to the Board for a period of not less than one (1) year. The initial directors under these Bylaws shall be elected or appointed as follows: one-third shall be appointed to a term of one (1) year; one-third shall be appointed to a term of two (2) years; and, one-third shall be appointed to a term of three (3) years. Thereafter, one-third of the directors shall be elected or appointed each year on a rotating basis for terms of three years. Directors shall serve until the expiration of their term, death, resignation, disqualification, or removal from office as provided in these Bylaws.

Section 4. Filling of Vacancies. Any vacancy in the Board of Directors, or a vacancy created as the result of an increase in the number of directors, shall be filled by the affirmative vote of a majority of the remaining directors, even if less than a quorum, at any regular or special meeting of the Board, *provided* that the notice of the meeting shall state that the filling of vacancies is to be considered. Any director appointed to fill a vacancy shall hold office until the end of the term of the vacancy to which he or she was appointed. Vacancies created by an increase in the number of directors shall be appointed so as to meet the requirements for rotation as provided in Section 3 above.

Section 5. Removal and Resignation. Any director may be removed, either for cause or without cause, at any regular or special meeting of the Board by an affirmative vote of a majority of the number of directors in office, *provided* that the notice of the meeting shall state that removal of directors is to be considered. Any officer or director may resign at any time by sending written notice by certified mail to the President of the Board. The resignation shall take effect at the time specified, but in no case before notice is received. If no date is specified, the effective date of the resignation shall be the date of receipt.

Section 6. Regular Meetings. Regular meetings of the Board of Directors shall be held at such places and at such times as may from time to time be determined by a resolution adopted by the Board and communicated to all directors, subject to all provisions for notice or waiver of notice as provided in these Bylaws.

Section 7. Special Meetings. Special meetings of the Board of Directors shall be held at such places and at such times as may from time to time be determined by the Board, subject to all provisions for notice or waiver of notice as provided in these Bylaws. Unless otherwise specified in these Bylaws, any and all business may be transacted at any regular or special meeting of the Board. Special meetings may be called by the President, or by the written request of fifty percent (50%) of the directors in office.

Section 8. Annual Meeting. There shall be an annual meeting of the Board of Directors, at such a time and place as is determined by the Board, and at which the Board shall elect officers and transact any and all business that may come before the Board, subject to all provisions for notice or waiver of notice as provided in these Bylaws.

Section 9. Notice. Notice of the annual meeting shall be given not less than thirty (30) days nor more than sixty (60) days prior to the date of the annual meeting. Notice of any regular meeting shall be given at least seven (7) days prior to the date of the meeting. Notice of any special meeting shall be given at least seven (7) days prior to the date of the meeting unless the President declares an emergency, in which case notice shall be given at least twenty-four (24) hours prior to the special meeting. Notice may be given personally, by mail to the last known address of any director, or by electronic means with or without proof of receipt required as determined by the Board. Unless otherwise required by law or these Bylaws, neither the business to be transacted nor the purpose of the meeting need be specified in the notice of the meeting. In case of an emergency declared by the Board President, the seven day notice may be waived.

Section 10. Waiver of Notice. Whenever any notice is required to be given to any director or other person under the provisions of these Bylaws, a waiver of notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at a meeting for which the director or other person was entitled to notice shall also constitute waiver of notice.

Section 11. Quorum. At all meetings of the Board of Directors, the presence of a majority of the number of directors in office shall be necessary and sufficient to constitute a quorum for the transaction of business, which number shall include members attending by electronic means. If at any time a director suggests the absence of a quorum, the roll shall be taken immediately to determine if a quorum is present. In the absence of a quorum the meeting may be adjourned to such a time and place as determined by the Board when a quorum will be present. No notice, other than announcement at the meeting, shall be required to continue the meeting.

Section 12. Actions of the Board. The act of a majority of the directors present at any meeting where a quorum is present shall constitute an act of the Board of Directors, unless a different number is specifically required by these Bylaws.

Section 13. Voting and Proxy. Members shall be present in person to vote, *provided* that with reasonable notice to the Board President, a member may attend and vote by electronic means as provided in the Bylaws. Proxy voting shall not be allowed.

Section 14. Consent. Any action permitted or required to be taken at any meeting of the Board of Directors may be taken without a meeting if consent in writing setting forth the action to be taken shall be signed by all of the directors. Such consent shall have the same force and effect as a unanimous vote of the Board. Consent may be obtained in writing, by facsimile, or by e-mail.

Section 15. Attendance. With reasonable notice to the President, any director may attend and vote at any meeting by electronic means in which all persons participating in the meeting can hear or communicate with each other simultaneously. If any director fails to attend any three meetings within one (1) year, then the director shall be deemed to have submitted his or her resignation from the Board of Directors. The Board of Directors, for good cause shown, and upon verification, may refuse to accept the resignation of any director.

Section 16. Compensation. No director shall receive compensation as the result of his or her service on the Board or on any committee of the Board. Nothing contained in this section shall prohibit any director from receiving reimbursement for actual expenses incurred on behalf of the Corporation, *provided* that the expense was authorized by the Board. Nothing contained in this section shall prohibit any director from being reimbursed for expenses incurred in attending meetings of the Board or any committee of the Board, subject to applicable policies and procedures on reimbursement adopted by the Board.

ARTICLE IV
Officers, Agents and Employees

Section 1. Elected Officers. The elected officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer.

Section 2. Election. All officers shall be elected at the annual meeting of the Board of Directors.

Section 3. Appointive Officers, Agents, and Employees. The Board of Directors may from time to time appoint such other officers, agents and employees as it deems necessary, who shall have powers and duties as set forth in these Bylaws, or as determined from time to time by the Board.

Section 4. Simultaneous Offices. No person shall hold more than one of the offices designated in Section 1 above at the same time unless the Board shall first declare that such a need exists, and then designate an officer to perform the duties created by the vacancy of another officer. At no time shall the President and the Secretary be the same person.

Section 5. Term of Office, Removal, Filling of Vacancies. Each elected officer shall hold office for a term of one (1) year or until his or her death, resignation, disqualification or removal from office as provided in these Bylaws. Any officer may be reelected to a second or third consecutive term in the same office, *provided* that no officer shall serve more than three consecutive years in the same office. Any officer may be removed at any time by a majority of the number of directors in office, when in the judgment of the Board, such removal shall be deemed in the best interest of the Corporation, and *provided*, that the notice of the meeting shall state that removal of officers is to be considered. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by an affirmative vote of a majority of the number of directors in office.

Section 6. President. The President shall have general supervision of the affairs of the Corporation; shall preside at all meetings of the Board of Directors; shall have general authority to execute bonds, deeds and contracts in the name of the Corporation; shall sign all official documents on behalf of the Corporation; shall appoint all committee chairpersons unless otherwise designated by these Bylaws; shall appoint such other officers and agents as are necessary for the operation of the Corporation; and in general shall exercise all powers usually pertaining to the president or chairperson of a corporation. All powers and duties of the President shall be subject to the provisions of the Articles of Incorporation and these Bylaws and to review and confirmation by the Board of Directors in such a manner as is from time to time determined by the Board.

Section 7. Vice-President. The Vice-President shall, in the absence of the President, perform the duties of the President of the Corporation, and shall have such other powers and duties as may from time to time be determined by the Executive Committee or the Board.

Section 8. Secretary. The Secretary shall keep and maintain all records of the Corporation unless otherwise specified in these Bylaws; shall see that proper notice is given for all meetings of the Board of Directors; shall keep, or cause to be kept, accurate and true records of all proceedings of meetings of the Board; shall ensure that minutes of the previous meeting(s) and all related documents are sent to directors at least seven (7) days prior to the next meeting; and in general shall exercise all powers usually pertaining to the Secretary of a corporation. All powers and duties of the Secretary shall be subject to the provisions of the Articles of Incorporation and these Bylaws and to review and confirmation by the Board of Directors in such a manner as is from time to time determined by the Board.

Section 9. Treasurer. The Treasurer shall be the chief financial and accounting officer of the Corporation; shall have active control of, and be responsible for, all accounts and finances of the Corporation; shall supervise all vouchers and requests for payment by the Corporation including records pertaining thereto; shall prepare or cause to be prepared accurate and understandable monthly financial reports of the finances of the Corporation; shall prepare or cause to be prepared financial statements and related documents; shall have supervision of the books and accounts of the Corporation; shall ensure that regular and accurate reviews or audits are performed according to financial practices and procedures applicable to the Corporation; shall recommend depositories and financial institutions to the Board of Directors; shall have care and custody of all monies, funds and securities of the Corporation and shall ensure that all funds are deposited in such depositories as are selected by the Board; shall be responsible for the collection of all accounts payable to the Corporation; shall keep or cause to be kept full and accurate accounts of all expenditures and disbursements by the Corporation; shall have the power to endorse all checks, drafts, notes or other financial instruments payable to the Corporation; shall give or cause to be given proper receipts for all payments to the Corporation; and in general shall exercise all powers usually pertaining to the treasurer of a corporation. All powers and duties of the Treasurer shall be subject to the provisions of the Articles of Incorporation and these Bylaws and to review and confirmation by the Board of Directors as determined from time to time by the Board.

Section 10. Other Powers and Duties. In addition to the powers and duties enumerated above, the elective and appointive officers, agents, or employees of the Corporation shall perform such other duties, and have such other powers as are provided in the Articles of Formation, these Bylaws, and policies and procedures adopted by the Board, or as otherwise determined from time to time by the Board.

ARTICLE V

Committees of the Board

Section 1. Executive Committee. There is hereby created an Executive Committee whose membership shall be the President, Vice-President, Secretary, and Treasurer. The Executive Director of the Corporation, if any, shall serve as an *ex-officio*, non-voting member of the Executive Committee.

Section 2. Powers and Duties of the Executive Committee. The Executive Committee shall have the authority to act on behalf of the Corporation in the intervals between Board meetings; shall be responsible for recruiting, hiring and evaluating the Executive Director; if any, and shall have such other powers and duties as may from time to time be determined by the Board. The Executive Committee shall keep accurate records of its proceeding and report all actions to all directors on the Board. All actions of the Executive Committee shall be subject to review and confirmation by the Board of Directors in such a manner as is determined from time to time by the Board.

Section 3. Nominating Committee. There is hereby created a Nominating Committee which shall consist of the immediate past-President, one (1) member of the Executive Committee, and one (1) member at large from the Board of Directors. The immediate past-President shall serve as chairperson of the Nominating Committee. In the event that there is no immediate past-President, or that the immediate past-President is no longer a member of the Board, the Executive Committee shall name a member of the Board who shall serve as the chairperson of the Nominating Committee.

Section 4. Powers and Duties of the Nominating Committee. The Nominating Committee shall conduct an annual skills and needs assessment of the Board; shall be responsible for identifying, screening and recommending qualified potential Board members to the Board; shall maintain a sufficient pool of qualified potential Board members to allow for normal replacement and unforeseen vacancies; shall develop Nominating Committee policies and procedures subject to the approval of the Executive Committee and the board; and shall meet as needed each year to discharge its powers and duties.

Section 5. Other Committees. The President, or the Board, may establish such other committees as are necessary for the operation of the Corporation. All other committees shall have only those powers and duties specifically designated by the Board of Directors and shall perform such tasks and activities as may from time to time be determined by the Board. All standing committees of the Corporation shall keep accurate and true minutes, copies of which shall be filed with the Secretary of the Corporation as directed by the Secretary or the Board. All committees of the Corporation shall give adequate notice of meetings as determined by the committee, but in no case shall the notice be less than seven (7) days. Standing committees of the Corporation shall be chaired by a director and may have members who are not officers or directors of the Corporation.

All other committees or subcommittees shall keep such records and provide such notice as is determined by the Board at the time of creation of the committee or subcommittee, and may have such members as is determined from time to time by the Board.

ARTICLE VI

Indemnification of Officers and Directors

Section 1. Indemnification. The Corporation shall indemnify an officer or director of the Corporation against reasonable expenses incurred by the director in connection with any proceeding in which the director is named as a defendant or respondent because he or she is, or was, a director of the Corporation, subject to the limitations in the Articles of Formation and these Bylaws.

Section 2. Conditions. The Corporation shall have no obligation to indemnify an officer or director if he or she is found liable for:

- a) a breach of the director's duty of loyalty to the corporation;
- b) an act or omission not in good faith that constitutes a breach of any duty of the director to the corporation;
- c) an act or omission that involves intentional misconduct, or an intentional violation of the law;
- d) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or,
- e) an act or omission for which the liability of a director is expressly provided for by an applicable statute.

Section 3. Limits. The Board may adopt, and from time to time amend, reasonable limits on the expenses of any officer or director for whom indemnification is provided.

ARTICLE VII

Miscellaneous Provisions

Section 1. Dividends Prohibited. No part of the net income of the Corporation shall inure to the benefit of any private shareholder or individual; no dividends shall be paid; and no part of the income of the Corporation shall be distributed to its officers or directors.

Section 2. Loans to Officers and Directors. No loans shall be made by the Corporation to any officer or director for any reason at any time.

Section 3. Fiscal Year. The fiscal year of the Corporation shall be fixed, and may be changed from time to time, by resolution of the Board of Directors.

Section 4. Policies and Procedures. The Board shall have the authority to adopt such policies and procedures as the Board may from time to time determine are necessary, or as the activities of the Corporation may require.

ARTICLE VIII

Dissolution

Section 1. Dissolution. The Corporation may be dissolved by resolution approved by a majority of the directors in office, even though less than a quorum, or by a sole remaining director. After providing for the payment of all debts, the satisfaction of all liabilities, and the expenses of dissolving the Corporation, any assets remaining upon dissolution of the Corporation shall be disposed of by the remaining directors in accordance with the provisions of the Articles of Formation and applicable law.

Section 2. No benefits. No part of the cash or assets of the Corporation shall inure to the benefit or any current or former officer or director, or any current or former employee.

Section 3. Responsibility to Funeral Consumers Alliance, Inc. In the event of dissolution, the Corporation shall transmit the then current membership list, and any assets remaining after compliance with distribution of assets required by applicable law and the Articles of Formation, to the Funeral Consumers Alliance, Inc., *provided* that the Funeral Consumers Alliance, Inc. is at the time recognized as a tax-exempt entity under § 501(c)(3) of the Internal Revenue Code.

ARTICLE IX

Amendments to Bylaws

Section 1. These Bylaws may be altered, amended, or repealed, or new Bylaws adopted at any meeting of the Board of Directors by an affirmative vote of a majority of the number of directors in office, *provided* that the notice of the meeting shall state that amendments to the Bylaws are to be considered and shall include a copy of the proposed amendments, *provided further* that the notice shall be given at least twenty-one (21) days prior to the date of the meeting.

These Bylaws were adopted at a meeting of the Board of Directors held on the 22nd day of February, 2014.