

**NATIONAL CONCRETE BURIAL VAULT ASSOCIATION, INC.  
CONSTITUTION**

**ARTICLE I  
Name**

**This organization shall be known as “The National Concrete Burial Vault Association, Inc.”**

**ARTICLE II  
Object**

**The object of the National Concrete Burial Vault Association, Inc. is to secure cooperative action of manufacturers of concrete burial vaults for the purpose of developing high standards of quality; promote the use of concrete burial vaults by approved advertising and ethical sales methods; encourage fair trade practices among its members; and engage in such research and educational activities as shall contribute to the growth and improvement of the concrete burial vault industry.**

**ARTICLE III  
Management**

**The management of this association shall be vested in the Board of Directors.**

**ARTICLE IV  
Membership**

**Members shall be admitted as provided in the By-laws. The Association shall have the power to exclude, expel or suspend members in such manner as shall be provided in the By-laws.**

**ARTICLE V  
By-laws**

**The By-laws of the Association shall be taken for its laws subordinate to the laws and constitution provided for by the by-laws themselves; and shall prescribe the powers and the functions of the Board of Directors; times and places of meetings, the qualifications of offices and the manner of electing officers; the powers and duties of such officers and shall govern all activities of the Association.**

**ARTICLE VI  
Amendments**

**Proposed Amendments to the constitution shall be in writing and signed by at least three regular members and presented to the Association membership through the Association office at least ten (10) days before the meeting in which they are to be voted upon. A proposed amendment shall be presented on the floor of a membership meeting by one of the sponsors. If two-thirds of votes of all members present and voting at such meetings are in favor of any amendment, it shall be adopted.**

**NATIONAL CONCRETE BURIAL VAULT ASSOCIATION, INC.  
BYLAWS**

**ARTICLE I  
Membership**

**Section 1.** The membership of this Association shall consist of individuals, firms or corporations who are actively engaged in the manufacture of concrete burial vaults and who subscribe to the Code of Ethics of the Association. Each member, whose dues are fully paid, whether such member is an individual, partnership or corporation, shall be entitled to only one vote at all such meetings.

**Section 2.** Associate members shall consist of individuals, firms or corporations who are engaged in the servicing of concrete burial vaults manufactured by members of the National Concrete Burial Vault Association, Inc. , or shall consist of individuals, firms or corporations, providing goods, and/or services to manufacturers of concrete burial vaults and interested in the welfare of the Association. They shall receive all publications and be invited to exhibit at the annual convention. They shall enjoy all rights and privileges of regular members.

**Section 3.** Affiliate Members shall consist of the Wilbert Company, the Doric Company, the Trigard Corporation and the Eagle Burial Vault Company and such other franchise, dealer, distributor type organizations as may from time-to-time be determined by the Board of Directors. They shall enjoy all rights and privileges of regular members.

**Section 4.** Honorary members shall consist of individuals who have performed some distinguished service for the Association or of the industry and who are not actively engaged in the vault business. Honorary members shall be recommended by the Board to the Association at an annual meeting and, if approved, shall be honorary members for life.

**Section 5.** Applications for membership shall be made in writing to the Executive Director, who shall submit the names of applicants and their completed application form to the Board of Directors.

**Section 6.** Applicants shall be approved by a majority vote of the Directors present at any regular or special Directors meeting or by mail. An affirmative vote of five Directors shall be required to admit a member when the voting is by mail.

**ARTICLE II  
Management**

**Section 1.** The Board of Directors shall be composed of five (5) members elected at large for a term of three (3) years and the Past-President, President, President-Elect and Secretary-Treasurer each serving or elected for a period of one (1) year. Additionally, the elected board members may designate one representative from each affiliate member to serve on the board of directors with full voting privileges for a one-year term of office. The Board

may employ an Executive Director, or management firm, and shall define and supervise those duties.

**Section 2.** Fifty (50) percent of the Board of Directors shall constitute a quorum to transact business.

**Section 3.** The officers of the Association shall be the President, President-Elect and Secretary/Treasurer and shall be elected for a one-year term. They are intended to be “officers of the chairs.” Nominees for President, President-Elect and Secretary/Treasurer shall be from the membership-at-large and shall be elected by the membership at the Annual Meeting. Officer terms may be served concurrently, while serving as a Director. All officers, once elected shall be members of the Board and shall have the right to cast a vote as a member of the Board.

### **ARTICLE III Election**

**Section 1.** During the business meeting at the annual meeting in 2001 the existing office of each incumbent District Director shall terminate and five (5) Directors shall be elected with staggered terms. Initially two (2) Directors shall be elected for one (1) year, two (2) Directors for two (2) years, and one (1) director for three years.

**Section 2.** Following the annual election of the Directors, the President, President-Elect, Secretary/Treasurer shall be elected in that order. Directors and Officers may be nominated for one additional full term of office. The elections may be by ballot if requested by a majority vote of all members present and voting at the meeting and any member shall have the privilege of making nominations from the floor at such annual elections. Vacancies occurring for reasons other than expiration of term shall be filled by appointment by the Board of Directors until the next election only.

### **ARTICLE IV Duties**

**Section 1.** The Board of Directors is responsible for the management and welfare of the Association. The Board shall periodically review the implementation of its policies and programs. On a yearly basis, the job performance of the paid staff will be reviewed through personal meetings, correspondence (including periodic reports) and/or conference calls.

**Section 2.** The President shall preside over all meetings of the Board of Directors and of the Association and shall carry into execution all resolutions of the Association and of the Board of Directors. He shall perform such other duties as usually pertain to the office of President. The President shall have the privilege of polling the Board of Directors by mail when a vote is required between meetings of the Board of Directors.

**Section 3.** The President-Elect shall take over the duties of the President when necessary and perform other duties as designated by the Board of Directors. If both the President and the President-Elect are absent, a President Pro-tem will be elected by the Board of Directors.

**Section 4. The Secretary shall keep a roll of the members; shall give notice of all business meetings and act as Secretary at all meetings of the Board of Directors and at all meetings of the Association and shall perform such other duties as designated by the Board of Directors.**

**Section 5. The Treasurer is in charge of the finances of the Association. The Treasurer prepares quarterly and annual reports for the Board of Directors and the membership, has the records reviewed annually by a CPA, and performs such other duties as designated by the Board of Directors.**

**Section 6. The Executive Director, or management organization, shall be chosen by the Board of Directors and shall perform such duties and directives as assigned by the job description. The Executive Director, or management organization, shall perform other duties designated by the President.**

#### **ARTICLE V Committees**

**Section 1. The President shall appoint a minimum of two committees, including the designation of a Chair, to the following: By-laws and Legal Committee, and the Nominating Committee. The President may appoint other special committees on an ad hoc basis.**

**Section 2. At least three months before each annual meeting, the Nominating Committee shall prepare and submit to the board of directors a slate of nominations to fill occurring vacancies; one nominee for each vacancy on the Board of Directors, one nominee for President, one nominee for President-Elect and one nominee for Secretary and one nominee for Treasurer. The nominee for Secretary and for Treasurer may be one and the same person. This slate of nominations shall be mailed to the Association members at least thirty (30) days before the annual meeting.**

#### **ARTICLE VI Meetings**

**Section 1. The places of annual meetings of the Association shall be decided by the majority vote of the Board of Directors. The board may vote to decide the places at which the annual meeting will be held for the ensuing 4 years. The Board of Directors shall decide the dates of annual meetings and shall have the authority to call such special meetings, as they may deem necessary.**

**Section 2. Ten (10) percent of all members shall constitute a quorum at all annual and special meetings; provided however, that a notice of such meetings shall be mailed to all Association members at least two weeks before the date of such meetings and the purpose of special meetings stated in written notice.**

**Section 3. Meetings of the Board of Directors are at the call of the President or on written request to the President by five (5) Directors. If a Director dies, resigns or misses three (3) consecutive Board meetings, that Director's office shall be automatically vacated and the Board shall be authorized to appoint a replacement to serve the unexpired term of the**

replaced director. The Board shall be authorized at the request of the President and/of the Executive Director to conduct a meeting by conference call to submit electronic approval or rejection of a\_ electronic request for action. Appropriate notice of a conference call shall be required, which will inform the members of the Board as to the purpose of the conference call and any resolution that will be considered. If an electronic authorization is requested to an electronic request by the President or Executive Director, such electronic request shall contain a complete explanation for the request and a copy of the specific resolution, if any, to be approved or rejected. The Board member shall be required to respond via electronic or mail format within 48 hours and a signed hard copy mailed to the Executive Director.

**Section 4. Order of Business:** (1) Roll Call; (2) Reading of minutes of previous meeting; (3) reports of Officers and Committees; (4) Election of Directors; (5) Election of President; (6) Election of President-Elect (7) Election of Secretary (8) Election of Treasurer (9) Unfinished business; (10) New business; (11) Induction into office of newly elected officers and Directors; (12) Adjournment.

**Section 5.** The order of business shall be followed as far as practicable at every business meeting but at any meeting it may be suspended by two thirds vote of the members present and voting.

**Section 6.** “Robert’s Rules of Order, Revised” shall govern the proceedings of all business meetings.

## **ARTICLE VII Dues**

**Section 1.** The fiscal year of the Association shall begin on the first day of January. Dues shall be payable on the first day of January.

**Section 2.** The annual dues of members of the association will be established from time-to time by the Board of Directors.

**Section 3.** Membership dues for those new members accepted for membership by the Board during the calendar year will be pro-rated on a monthly basis.

**Section 4.** The Board of Directors shall be authorized to levy special or emergency assessments for legislative and/or legal expenses, contingent upon the prior approval of such expenses by the Board of Directors.

## **ARTICLE VIII Discipline**

**Section 1.** Any member being three (3) months in arrears in the payment of dues, or fees, or charges in excess of the dues for NCBVA programs, materials, etc., which are specifically requested by the member and billed to such member shall automatically stand suspended

**and shall be so notified in writing by the Secretary. Such member, upon payment of arrears within thirty (30) days, may be reinstated by the Board of Directors.**

**Section 2. Any member may be expelled for cause by three-fourths vote of all members of the Association present and voting as expressed by secret ballot and on charges preferred by the Board of Directors, provided the member against whom the charges are preferred has been given a one month's notice by registered letter and an opportunity to appear at a general meeting to contest such charges.**

## **ARTICLE IX Amendments**

**These By-laws may be amended by a vote of two-thirds of the members present and voting at any meeting of the Association, provided that such proposed amendments shall be submitted to the membership by the Association in writing at least ten (10) days before the meetings in which they are to be voted upon. Only when directed by the Board of Directors may the Secretary submit proposed amendments to the membership at the expense of the Association. Proposers of amendments may submit proposed amendments to the membership at their own expense. A proposed amendment shall be presented on the floor of a membership meeting by one of its sponsors.**

**Last Revision May 2001**