

**BYLAWS**

**DELAWARE FIRST STATE CEMETERY ASSOCIATION**

**ARTICLE I**  
**NAME AND OBJECTIVES**

**SECTION 1** - The Organization shall be known as The Delaware First State Cemetery Association.

**SECTION 2** - The objective of this Association shall be to promote the improvement of Delaware cemeteries, their management, operation and perpetuation; to create and maintain high ethical standards in cemetery administration; and to educate the public in the necessity of making provisions for themselves and their families.

**SECTION 3** - Each member shall provide the community it serves the best possible services in every area of cemetery operations, and their attitude and conduct shall be in the best interests of those we serve.

**SECTION 4** - Each member pledges to work and cooperate with all members in the Association for the advancement of the Association.

**ARTICLE II**  
**OFFICES**

The principal office shall be located in the State of Delaware, at such address as shall be determined by the Board of Directors.

**ARTICLE III**  
**MEMBERSHIP**

**SECTION 1** - Membership in the Association shall be a privilege and not a right. It shall be the prerogative of the Board of Directors of the Association to grant, refuse, suspend or rescind this privilege at any time for good cause.

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Membership (continued)

**SECTION 2** - Membership in this Association shall consist of the following classes:

- A. Regular Voting Membership
- B. Associate Membership
- C. Supplier Membership
- D. Former Member

A. **Regular Voting Membership:**

The Regular Voting Membership shall consist of cemeteries located in the State of Delaware, who upon application on a form approved by the Board of Directors, may apply for Regular Voting Membership. They may be elected to Regular Voting Membership subject to approval by the Board of Directors.

Each Regular member in good standing shall be entitled to one vote on all matters coming before the Regular Membership, which vote shall be available to and cast by the duly recorded representative such member in person or by proxy in due form. Regular Members shall be subject to annual dues and special assessments for the period of their membership, as shall be fixed by the Board of Directors. In fixing the dues and assessments, the Board of Directors shall take into account the ability of a cemetery to pay, based on a graduate scale, where appropriate. The Regular Membership shall have the right to approve any special assessments voted by the Board of Directors.

Any company or corporation that directly controls more than four Regular Members shall be limited to a maximum of four votes on any action before the membership.

B. **Associate Membership:**

An Associate Member shall be one who is employed by a Regular Member. The Regular Member with he/she is associated shall present his/her application to the Board of Directors. He/she may be elected to Regular Membership upon approval by the Board of Directors. Proposed members may attend all meetings occurring prior to vote.

Associate Members in good standing may attend Regular Membership meetings, and shall have the privilege of speaking on pending matters, but shall have no vote.

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Associate Membership (continued)

These members shall not be subject to special assessments, but shall be subject to annual dues as determined from time to time by the Board of Directors.

The Associate Membership shall be effective for one year and may be renewed each year upon resubmission by the Regular Member by whom he/she is employed or associated.

Upon leaving the employ of the Regular Member who sponsored him/her, the Associate Member's membership shall automatically lapse, after notice in writing to the Secretary and Treasurer, sent by the Regular Member.

**C. Supplier Membership**

Supplier Membership shall consist of such individuals or organizations as shall have some professional business or financial relationship to the Regular Membership, and who, upon application on a form approved by the Board of Directors, may be elected to such membership by the Board.

Each Supplier Member in good standing may attend Regular Membership meetings and shall have the privilege of speaking on pending matters, but shall have no vote thereon. Attendance shall be only by the duly recorded representative of such member.

Supplier Members shall not be subject to special assessments, but shall be subject to annual dues, as determined by the Board of Directors.

**ARTICLE IV**  
**MEETINGS OF MEMBERS**

**SECTION 1** - The Regular Membership shall hold an annual meeting, which shall be, at the discretion of the Board of Directors, for the election of the officers and directors and for the transaction of any other business that may properly come before the meeting, and at least one (1) other meeting, the actual date to be determined by the President. The Regular Membership may hold additional meetings if called by the Board of Directors or at the request of at least one third (1/3) of the Regular Membership by signed petition.

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Meeting of Members (continued)

**SECTION 2** - All of the general and special powers of the Corporation may be exercised by the Regular Membership at regularly scheduled meetings and such of those powers as may be noticed for action at any special meeting.

**SECTION 3** - Notices of all Regular Membership meetings and proposed Board of Directors meetings shall be mailed to appropriate members at their recorded mail address ten (10) days prior to any such meeting.

**SECTION 4** - Meetings of the Board of Directors shall be held one week prior to the Annual meeting unless the President decides otherwise. Emergency Board meetings may be called at any time by the President.

**SECTION 5** - One-third (1/3) of the Regular Membership of the Association must be present to constitute a quorum at any meeting, except that for a Special meeting called by one-third of the Regular Members, a quorum shall be fifty-one (51%) of the Association's Regular Membership.

**SECTION 6** - Should the designated representative of any Regular Member not be able to attend any meeting, the Regular Membership which he/she represents may designate an alternative representative to that meeting, and shall notify the Secretary of the Association before the Opening meeting of such alternative representative.

**SECTION 7** - No Regular Member shall have the right to vote at any meeting of this Association at any time when dues or initiation fee of the firm, association or corporation holding the Regular Membership is unpaid.

**SECTION 8** - Robert's Rules of Order/Newly Revised shall govern this Association in all cases to which they are applicable and not in conflict with these Bylaws.

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Meetings of Members (continued)

**SECTION 9** - The Order of Business at all meetings shall, as nearly as practical, be as follows:

- (1) Call to Order and Roll Call
- (2) Action on previous Minutes
- (3) Report of Officers
- (4) Reports of Committees
- (5) Election of Directors and Officers
- (6) Communications
- (7) Unfinished Business
- (8) New Business
- (9) Adjournment

The Order of Business may be altered or suspended at any meeting by the vote of the majority of those present, or at the discretion of the presiding officer.

**SECTION 10** - Official business of the Association shall commence promptly and at the time stated in the notice of such Business meetings.

**ARTICLE V**  
**BOARD OF DIRECTORS AND OFFICERS**

**SECTION 1** - The business of the Association shall be managed by the Board of Directors, consisting of the President, who shall be Chairman of the Board of Directors, the Secretary, the Treasurer, and up to six (6) other Regular Members up to a two year term, all of whom shall be voted upon by a majority vote of all Regular Members at the Annual meeting. Additionally, the immediate Past President shall serve on the Board of Directors. The Presidency is limited to two successive terms.

**SECTION 2** - At every other Annual Meeting of the Association, three (3) Directors shall be elected to serve for two (2) year terms.

**SECTION 3** - Any vacancy on the Board of Directors occurring between Annual meetings may be filled by the remaining members of the Board for the unexpired term.

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Bylaws -  
Board of Directors and Officers (continued)

**SECTION 4** - No Director serving a full term shall be eligible for election for another term until at least one year shall have elapsed except where he/she is elected an officer by the Regular Membership.

**SECTION 5** - Any Director elected to fill a vacancy of less than two (2) years may be elected to a full two (2) year term immediately after serving an unexpired term.

**SECTION 6** - Fourteen (14) days prior to elections, a notice is to be sent out to the Regular Membership with the names of the proposed Board of Directors and proposed officers for the Association for the coming year, said notice to be sent by the Chairman of the Nominating Committee. In addition, nominations will be accepted from the floor providing that a petition signed by five (5) Regular Members and the consent of the nominee have been obtained before said nomination comes to the floor.

**SECTION 7** - Terms of the Officers of the Association shall run from the day of election for a two (2) year term until the next election.

**SECTION 8** - The Board of Directors shall have all of the general and special powers of the Corporation except those required by statute to be reserved to the Regular Membership or otherwise proved herein.

**SECTION 9** - At any meeting of the Bord of Directors, four (4) members shall constitute a quorum, proved at least one there shall be an officer.

**SECTION 10** - Each of the state officers shall have and perform the duties usually associated with their respective offices, together with any other duties which may be assigned to them by the Board of Directors. Additionally, the Board of Directors shall constitute a Committee of the Whole for the purpose of planning, arranging, and executing the Annual meeting and all details related thereto. The Chairman of the Committee shall be selected from among the Board members.

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Bylaws -  
Board of Directors and Officers (continued)

**SECTION 11** - At meetings of the Board of Directors, the President shall be eligible to vote only in order to break a tie.

**SECTION 12** - A Nominating Committee shall select its Chairman from its members.

**SECTION 13** - No person shall be legible for election to the same office, except that of Secretary and Treasurer, for more than two terms succession.

**SECTION 14** - In the event of the death, resignation, inability, or incapacity of the President, the Vice President shall perform the duties of the President.

#### **ARTICLE VI** **RESIGNATION OR REMOVAL**

Any member of the Board of Directors may resign at any time by giving written notice to the President or to the Board. Such resignation shall take effect at the time specified therein, or, if no time of acceptance thereof by the President. Any member of the Board may be removed for cause by a two-third (2/3) vote of the Board of Directors at any regular or special meeting at which a quorum is present.

#### **ARTICLE VII** **DECLARATION OF POLICY**

The responsibility and authority for any Declaration of Association policy, and/or endorsement, and/or rejection of any matter on any subject of policy, is reserved to the judgement and discretion of the Board of Directors of the Association. No individual members of the Association are authorized directly or indirectly to commit the Association in any way or in any manner, financially or otherwise, without prior approval by the Board of Directors, except as specified in the approved budget.

**ARTICLE VIII**  
**DUES AND ASSESSMENTS**

**SECTION 1** - Dues and/or assessments for all classes of membership shall be as set in advance from time to time by the Board of Directors, with approval of the Regular Members, and shall be payable annually.

**SECTION 2** - Should a member fail to pay his/her regular dues with six months after the same becomes payable, such member is automatically suspended from membership until such dues shall have been paid and shall be so notified in writing by the Secretary or the Association thirty days prior to such six month period.

**SECTION 3** - No Regular Member whose dues at any time are unpaid shall have the right to vote at any meeting of this Association.

**SECTION 4** - The Treasurer shall keep a list of the suspended members and furnish this list to the President every three months, in advance of the Quarterly meeting.

**SECTION 5** - A suspended member may be restored to good standing in the future and may be required to pay arrearages due and owing, and may apply to the Membership Committee for reinstatement.

**SECTION 6** - The President shall designate someone to contact the delinquent member to ascertain and attempt to resolve the problem.

**ARTICLE IX**  
**DUTIES OF OFFICERS**

**SECTION 1** - President: The President shall be the Chief Executive Officer of the Association and shall preside at all meetings of the Board of Directors and the members. He shall also serve as member, ex officio with right to vote, of all committees. He/she shall make all required appointments of standing and special committees. He/she shall also communicate to the Association or the Board of Directors such matters and make such suggestions as may in his/her opinion tend to promote the welfare and increase the usefulness of the Association, and shall perform such other duties as are necessarily incident to the Office of President or as may be prescribed by the Board of Directors.



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Duties of Officers (continued)

**SECTION 2** - Vice President: The President shall assign his/her duties and responsibility for his/her term of office. Also the Vice President shall, in the absence of the President, perform the duties and exercise the functions of the President and such other duties as may be delegated to him/her by the Board of Directors. The Vice President shall succeed to the Office of the President in the event of a vacancy of the Office of President.

**SECTION 3** - Secretary: The Secretary shall be responsible for giving notice of all meetings, keeping proper records of the proceedings of meetings of the Association, attesting to documents, and performing such other duties as are incident of the office or duly assigned to him/her by the President or the Board of Directors.

**SECTION 4** - Treasurer: The Treasurer shall keep or cause to keep full and accurate accounts of the receipt and disbursements of the Association and shall make disbursements authorized by the Board. He/she shall be responsible for the safekeeping of the assets of the Association, for the keeping of the funds in such banks, accounts, and investments as are approved by the Board of Directors. He/she shall render to the Board of Directors from time to time, as may be required of him/her, an account of the financial condition of the Association, and he/she shall perform all duties incident to the office, or which are duly assigned to him/her by the President or the Board of Directors.

**ARTICLE X**  
**LIQUIDATION OR DISSOLUTION**

The time, method and details of any liquidation or dissolution shall be arranged by the Board of Directors after study by and recommendation of such Board to the Regular Membership, and only after approval by such Regular Membership, provided that upon termination and liquidation of the Corporation, its assets remaining after the payment of all of its obligations shall be transferred by gift only to one or more non-profit corporations incorporated in the United States, and no member of the Corporation or other person of corporation (except such a non-profit corporation) shall by virtue of such liquidation ever receive or be entitled to any of the assets of the corporation.

**ARTICLE XI**  
**AMENDMENTS**

**SECTION 1** - Amendments to these Bylaws may be made at any regular meeting or special meeting of the Regular Membership by a voice of approval of three-fourth (3/4) of the Regular Members present. A thirty (30) day notice to the membership of any proposed amendment shall be issued in advance of the meeting at which it will be considered.

**SECTION 2** - Amendments to the Certificate of Incorporation shall be made in accordance with the requirements of law after approval in the same manner as amendments to the Bylaws.

## **DELAWARE FIRST STATE CEMETERY ASSOCIATION**

### **CODE OF ETHICS**

The fundamental purposes for which this Association exists are to promote the advancement of practical knowledge in the operation and maintenance of cemeteries, to create and maintain high ethical standards in the conduct of cemetery administration, to secure, by mutual cooperation and education, the advantages of greater knowledge of death care matter, and to be ever mindful of the need for sensitivity when serving individuals during their time of grieving. To this end, it is essential that we declare the principles and ethics upon which rests the successful administration of our affairs. Therefore, we pledge:

1. To serve our community in such manner as to reflect credit in our operations; By acknowledging that ours is a business of remembering and memorialization and our primary mission is to help families maintain and enhance memories of their loved ones. By guiding and assisting individuals in their relations with use so that their interest be well served, and by dealing fairly with other cemeteries, funeral homes, and operators of auxiliary services.
2. To serve with compassion, fairness, and honesty, being ever mindful of our customers' emotional state and the sensitive nature of our services.
3. To make it a primary obligation of each cemetery to make adequate provisions to insure proper care and maintenance now and in the future, and to properly maintain our cemetery grounds in acknowledgement of our mission as guardian of a nation's heritage.
4. Not to misuse the term "free" in advertisements, sales promotions, or presentation. If an allowance is offered, it will be bona fide and the comparative prices for non-qualifying persons will be disclosed. Any such allowance or discount shall not be made by adjusting upward the prices of other items offered in connection with the purchase.
5. Not to mischaracterize the preneed purchase of services, merchandise, and interment spaces as a form of financial investment.

6. To encourage every family to acquire a family burial site in advance of immediate or imminent need, to minimize circumstances where persons purchase goods and services at the time of need. Further, to reserve adequate funds from the preneed sale of good and services, to assure performance or delivery at the time of need. Preneed contracts should clearly disclose the nature of the transaction and should contain a written explanation of how the customer's rights will be protected, which should include whether the prices are guaranteed, the disposition of any excess prepaid funds, and what happens if the selected merchandise or interment spaces are not available at the time of need and substitution is necessary.
7. To ensure that our customers have a full understanding of the pricing, terms, and conditions affecting the services, merchandise, and interment spaces purchased.
8. To provide customers with useful and accurate price information and to provide our customers with contracts that explain our mutual rights and obligations; to clearly describe in our contracts the services, merchandise, and interment spaces purchased.
9. To clearly disclose in our preneed contracts whether the opening and closing/entombment fee has been paid in advance and whether an outer burial container will be required at the time of need.
10. Not to state or imply that an offer referred to in an advertisement, sales promotion, or presentation connected with a government agency or other organization when that is not the case.
11. To use due diligence in the hiring process and in training of all staff prior to their serving the public to ensure that all information they provide is accurate, reliable, and complete.
12. To promptly investigate any complaints involving our staff or agents or our facilities, and to take appropriate action.

13. To support and assist the Association in its investigation of complaints lodged against any member involving a violation of this Code, including the prompt discipline of any member found guilty of such violation. Additionally, any member found in violation of this Code may be reported to state and federal authorities for appropriate action under applicable law.
14. To respectfully accommodate all races, creeds, and customs, within our ability to do so.
15. To adopt and abide by the Delaware State Office of Cemetery Oversight Code of Ethics and Standards of Conduct.

WE BELIEVE THAT the purpose for which this Association exists cannot be passive in nature, but that we are charged further with responsibility for educating others to the high standards of conduct set forth in this Code.

We offer this declaration to all members of our industry as a basic code of ethical conduct to which we, as an Association, and as individual members of the death care industry subscribe, placing our faith and our credit in the broad basic principles herein enunciated.