



National Home Funeral Alliance By-Laws

Amended October, 2012

Article 1 General Provisions

Section 1 – Name/Organization

The name of the organization shall be the National Home Funeral Alliance (NHFA), a private, non-profit organization.

Section 2 – Purpose/Mission, Objectives, and Values

The mission of the NHFA is to educate and empower families and communities to care for their own dead.

The NHFA shall be an educational organization authorized to engage in such activities consistent with Section 501(c)(3) of the Internal Revenue Code.

The objectives of the NHFA are to disseminate information and provide access to green and home funeral options for all, by collectively promoting common goals and highlighting concerns of families, communities and home funeral advocates, including, but not limited to:

- promoting family-led after-death care
- educating the public about the innate rights of families to care for their own dead
- protecting the rights of families to choose support from those who act as home funeral guides/educators
- promoting environmental consciousness in after-death care choices
- striving to represent home and green funeral options across the US in appropriate regional and national organizations
- staying informed of state and national policies and laws
- advocating to policymakers concerning home and green funeral issues, particularly as they relate to the rights of families
- promoting non-discriminatory access to home funeral education and the benefits of home funerals and home funeral guidance for all, across the US
- facilitating the sharing of information amongst home funeral advocates

Section 3 – Fiscal Year

The Fiscal Year of the NHFA shall begin January 1 of each year and extend through December 31.

Article II Members and Meetings

Section 1 – Membership

Any person or organization who indicates they would like to join by giving us their name and contact information shall be a Member of the NHFA. Members are asked to make an annual donation in the amount of their choosing. Members are asked to tell us about themselves, for informational purposes only, through the website, by email, or through US mail.

Section 2 – Membership Benefits

All members will receive benefits, including:

- conference and resource discounts
- monthly teleconferences
- annual membership meeting
- update letters from the President
- mentoring from experienced advocates
- initial phone call of welcome from a board member
- involvement on a committee

Section 3 – Voting Rights

- 1) Each Member verified by the Board of Directors shall have one (1) vote in each matter submitted for vote at the Annual Meeting or special meetings of the Organization and its membership.
- 2) Members may give their vote by mail, fax, proxy, or in person at meetings. Proxies shall be in written form and clearly state the intention of the giver. Voting by electronic transmission will be accepted if allowed by state law.
- 3) Unless otherwise provided for in these Bylaws, consensus of those present, in person or by mail or electronically transmitted ballot shall be required for passage of items put to a vote by the Membership. For mail and electronic voting, ballots must be returned by stated deadline to be counted in the quorum.

Section 4 – Annual Meeting

The Annual Meeting of NHFA shall be held at such a time and place as the Board of Directors designates. At the Annual Meeting, a quorum, (by electronic means, paper ballot, or in person) shall consist of twenty-five percent (25%) of voting membership.

Section 5 – Special Meetings

Special meetings of the membership may be called by the President, a majority of the Board of Directors, or on written petition by twenty-five percent (25%) of the voting membership.

Section 6 – Notice of Meetings

Notice of meetings to the current membership shall be given in writing at least fourteen (14) days before such meeting. Notices will be addressed to each member at the address or email listed in the records of the Secretary, with such notice giving the time, date, place and purpose of the meeting. Notices may be sent by mail or electronic means.

Section 7 – Meetings by Document

The Board may, at its discretion, specify that a meeting of the membership may be conducted by document. The notice for such meeting shall include a statement of the resolution(s) to be considered, and provide a ballot upon which the voting members may exercise their votes. Members returning ballots shall be considered as present for the purposes of determining a quorum.

Article III Board of Directors and Officers

Section 1 – General

The Officers of the NHFA shall consist of a President, Vice President, Secretary, all of whom shall be Board members, a Treasurer who may or may not be a Board member, and other such officers as the Board may from time to time determine. The minimum number of board members shall be three (3), with a maximum of twelve (12).

Section 2 – Qualifications of Board Directors

Upon nomination for office, and at any subsequent meeting upon request by the presiding officer or by consensus vote, each nominee shall affirm that the following qualifications for office are currently met:

- 1) Officers and Directors must prove past support of home funerals to be eligible.
- 2) There shall be no more than 25% of Board members at large who are also funeral directors.

Section 3 – Terms of Office

- 1) The terms of a specific office for all Directors shall be two (2) years. These officers can be nominated for two additional consecutive one-year terms.
- 2) No individual shall hold more than one (1) directorship at a time and no individual shall hold the same directorship for more than two (2) consecutive elected terms.
- 3) Each member of the Board of Directors shall hold the office to which the member has been appointed until the expiration of the term of office and until the respective successor has been appointed. Terms of office are calendar years. Vacancies filled by appointment shall not be counted toward the two-term limit.

Section 4 – Elections

The Executive Committee shall be elected by the Board of Directors at the beginning of the fourth quarter of the calendar year and before the annual meeting. New directors shall be appointed by the Board of Directors during the fourth quarter of the calendar year. The general membership shall be informed of the appointments at the annual meeting, or whenever a vacated board position is filled.

Section 5 – Vacancies and Appointments

1. Should any Director resign or be removed from office, the Board of Directors shall, upon a consensus vote of the Directors present and voting in a meeting of the Board of Directors, declare the office vacant and appoint a replacement. Completing this vacant term will not count towards the two-term limit for Directors.
2. Should a vacancy occur in the office of President, the Vice President/President-Elect shall automatically succeed to that office and perform the duties thereof for the unexpired term.
3. Should a vacancy occur in the office of the Vice President/President-Elect, Secretary, or the position of Treasurer, or at-large Director, the President shall appoint a replacement subject to confirmation by the Board of Directors at the next regular or special meeting of the Board of Directors. The appointment shall be for any remainder of the term. Alternatively, the President may refer the matter to the Nominating Committee to seek and present one or more nominees to the Board of Directors. Appointments to vacant officer positions shall be from the sitting board of directors.
4. All vacancies shall be filled in a timely manner.

Section 6 – Directors *Emeritus* Meeting Privileges

Former members of the Board who have fulfilled their term in office may attend meetings by invitation only and shall have no voting privileges. Attendance shall be for informational purposes only. Former members may request to attend a Board Meeting by contacting the Secretary. Said members shall retain their former access to data used by NHFA to conduct business for period of two years immediately following their full term served. At the end of this two-year period, access privileges will expire.

Article IV Powers and Duties of the Board

Section 1 – General

The Board of Directors shall manage the affairs of NHFA in accordance with the Articles of Incorporation and By-laws. It shall be its special duty:

- to manage the business, property, and affairs of NHFA and to exercise or delegate all the powers of the Organization as it sees fit, subject to restrictions imposed by statute, the Articles of Incorporation, and these By-laws
- to act upon all correspondence and communications
- to fill Board vacancies
- to maintain directors' and officers' liability insurance
- to designate the depository bank and authorize check-signers
- to approve and monitor disbursement of NHFA funds through the annual budget process and regular review of financial reports at Board meetings
- to assign specific and limited authority as signatory for such documents as contracts and agreements to individual Directors or employees

In the absence of actions of Members at the Annual Meeting or special meetings, the Board of Directors shall act on behalf of NHFA.

Section 2 – Duties of the President

The President shall preside at all of the meetings of the Board of Directors and shall call such meetings as she/he claims necessary. It shall be the President's duty to exercise supervision over the activities and welfare of the Board of Directors relative to matters of policy. The President shall, consistent with these Bylaws, appoint the members of committees and be an ex-officio member of all committees. The President is to be an authorized signatory on all accounts.

Section 3 – Duties of the Vice President/President-Elect

In the absence of the President, or during the President's incapacity as determined by the Board of Directors, the President's duties will be performed by the Vice President/President-Elect. The Vice President/President-Elect will also perform those duties assigned to her/him by the President or Board of Directors. The Vice President is to be an authorized signatory on all accounts.

Section 4 – Duties of the Secretary

The Secretary ensures that records of all meetings of NHFA are maintained. The Secretary, or designee, shall notify members of their election to office, keep a roster of members, issue notice of meetings, and keep the minutes of the meetings. The Secretary will also perform those duties assigned to the Secretary by the President or Board of Directors. The Secretary may be an authorized signatory on all accounts.

Section 5 – Duties of the Treasurer

The Treasurer shall be responsible for the receipt and disbursement of the funds of NHFA. The Treasurer shall ensure proper records are kept and books of account are open to the Board and subject to compilation. The Treasurer shall submit a current financial report to the Board of Directors at each regular meeting. The Treasurer shall be responsible for oversight of either an internal review or an external compilation or review on an annual basis. The Treasurer shall be responsible for disbursement of checks for expenses approved through the annual budgeting process. Expenses outside of the approved budget shall require board approval. All checks drawn shall require the signature of the President, the Vice President, the Secretary, the Treasurer, or other authorized signatories. The Treasurer is to be an authorized signatory on all accounts.

Section 6 – Removal of Board of Director Members

Any Director may be removed by the consensus vote of the Directors present and voting at a regular or special meeting of the Board of Directors. Any Director who otherwise fails to perform duties of office, as determined by the Board of Directors, or fails to maintain the qualifications for office for a period of thirty (30) consecutive days, as determined by the Board of Directors, shall be removed from office. Such action or actions shall not be taken unless the notice of the meetings indicates that removal of a member is to be considered.

Section 7 – Suspension and Expulsion

Any Director whose conduct shall be found to be detrimental to NHFA may be recommended for suspension or expulsion by a consensus vote of the Board of Directors. Similarly, any Director whose actions are not in accordance with the bylaws of the NHFA may face suspension pending further investigation. The member whom the Board of Directors contemplates recommending for suspension or expulsion shall receive the specific allegations in writing from the Board of Directors and shall be afforded a hearing before the Board or, at the request of the member, by a select committee appointed by the President.

Section 8 – Meetings of the Board of Directors

The Board of Directors shall meet no less often than quarterly at such time and place or by such means as the President designates. Meetings of the Board of Directors shall be open to members. Members may express their opinions, concerns and/or issues at the invitation of the President. During any meeting, the Board of Directors may adjourn into an executive session.

Section 9 – Attendance Requirements

Any Director missing three (3) or more regular meetings of the Board of Directors during a 12-month consecutive period, without bona fide excuse as determined by the Board of Directors will be subject to removal from office.

Section 10 – Special Meetings

Special meetings shall be called by order of the President, or upon the President's failure or inability to do so, by the Vice President/President-Elect, upon the request of four (4) Directors of the Board of Directors. The Secretary shall call for a meeting within an appropriate time based upon the reason for the special meeting. Time, place and means of the meeting are determined by the President or Vice President/President-Elect.

Section 11 – Electronic Meetings

Members of the Board of Directors or any committee designated by the Board may participate in a meeting of such Board or committee by means of telephone conference call or similar communications equipment by which all persons participating in the meeting can communicate with each other. In addition, issues may be discussed and decisions reached by the use of electronic mail. Participation in such meetings shall constitute presence at the meeting for purposes of attendance.

Section 12 – Quorum and Vote

A majority of Directors in office shall constitute a quorum for the transaction of business. A resolution made by the Directors present at any meeting at which a quorum is present shall be the act of the Directors.

Resolutions of the Board shall normally be made by consensus, where the Directors that are present at the Board meeting decide whether a proposal shall pass, with each Director indicating either:

- (1) SUPPORT (thumb up) which indicates support of the proposal, uncertainty, or a willingness to go along with those in favor of the group
- (2) STAND ASIDE (thumb sideways) which indicates some disagreement with the proposal, but a willingness to allow the proposal to pass if the rest of the group supports it
- (3) BLOCK (thumb down), which indicates strong disagreement with the proposal, and a belief that it would be detrimental for the Alliance for the proposal to pass.

In general, a proposal achieves consensus by gaining the support of the group as a whole. A proposal may still achieve consensus with a small number of Directors standing aside on the proposal. Specifically, a proposal FAILS when any of the following situations occurs:

- one or more Directors block the proposal
- if there are six or fewer Directors present at the meeting, two or more Directors stand aside on the proposal
- if there are seven or more Directors present at the meeting, three or more Directors stand aside on the proposal
- there are two or more reasons that are fundamentally different, given by different people, for standing aside on a proposal.

If the Board has failed to achieve consensus on a decision discussed during two previous Board meetings, the Directors may vote on such a proposal only if, first, 2/3 of the Directors present at the meeting agree to vote, thereby overriding the consensus process. It may be agreed that the vote shall take place during a subsequent meeting. The proposal may then pass as a resolution of the Board as long as it receives the support of 2/3 of the number of Directors currently on the Board.

Board members are expected and required to attend all board meetings. Absence shall be excused in advance by the President of the Board, or the Secretary. Directors may be granted a leave of absence by a majority of the Board of Directors, and when such leave has been granted, the requirements for a quorum shall be adjusted by not counting that Director as a Director in establishing the number required for a quorum.

Section 13 – Presumption of Assent

A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless she or he votes against such action or abstains from voting because of an asserted conflict of interest as indicated in the NHFA Conflict of Interest Policy.

Section 14 – Compensation of Directors

NHFA Directors serve as volunteers and are not compensated. Directors and committee members may be paid their mileage expenses for plane fare, food and lodging for attendance at select Board or committee meetings as approved, in advance, by the Board.

Section 15 – Minutes

Minutes shall be kept of all Board and Committee meetings, and shall be distributed to the members of the Board within thirty (30) days. These minutes shall be available and provided upon request to any member or other individual for a reasonable cost.

ARTICLE V

Standing and Ad Hoc Committees of the Board

Section 1 – General

The following committees shall be maintained: Nominating, Education, Membership, Events, Fundraising, Legislative, Resource, Website, PR and Outreach, and Executive. Each committee shall be comprised of at least one (1) member of the Board of Directors and a minimum of two (2) other Board or volunteer members. Each committee is responsible to and shall report as directed by the Board of Directors.

Section 2 – Nominating Committee

The nominating committee shall be chaired by the Past President and consist of at least one (1) other board member and two (2) members who have previous experience on other NHFA committees. The duty of the Committee shall be to present a slate of nominees for Board of Director positions. The slate of nominees shall be presented to the membership for approval at the Annual Meeting.

Section 3 – Education Committee

The duty of the committee is to provide educational programs, to develop educational resources, and to promote access and education relating to home and green funeral options.

Section 4 – Membership

The duty of the committee is to maintain records and outreach to those who have joined in support of the organization.

Section 5 – Events

The duty of the committee is to plan and execute events that may include an annual or biennial conference that is open to the public and members, educational seminars or webinars, or other public outreach opportunities.

Section 6 – Fundraising

The duty of the committee is to seek funds to be used to expand NHFA's visibility and offerings to the public. Methods include grants, events, sales of material goods, or other ventures.

Section 7 – Legislative

The duty of the committee is to educate policymakers and the public about the laws pertaining to home funerals.

Section 8 – Resource

The duty of the committee is to identify and make available resources related to home funerals and green burials to the public and to members. These may include listing written materials (books, magazines, articles, websites, etc.), visual materials (films, videos, presentations, etc.), pertinent organizations, educational resources, training opportunities, and the like.

Section 9 – Website

The duty of the committee is to design and maintain the NHFA website.

Section 10 – Public Relations and Outreach

The duty of the committee is to represent the NHFA to the public, deliver information about the organization to the public, both spoken and written, and aid the Board in responding to queries and challenges.

Section 11 – Executive Committee

The Board President, Vice President, and Secretary shall constitute the Executive Committee. An Executive Committee meeting may be called by the President of the Board of Directors or any Executive Committee member. The Executive Committee may make emergency decisions and any other decision delegated by the full Board. Any Executive Committee action must be reported at the next full Board meeting.

Section 12 – Ad Hoc Committees and Task Forces

The Board of Directors shall have the power to establish temporary ad hoc committees and task forces as the need arises. Select committees and task forces are responsible to and shall report as directed by the Board of Directors.

**ARTICLE VI
Finance**

Section 1 – Funds

The annual budget shall be prepared by the Treasurer and approved by the Board of Directors. NHFA shall operate on a fiscal year beginning January 1 and runs through December 31. The Board of Directors shall create a NHFA general fund, which shall be administered by the Treasurer and be utilized for the payment of general operating expenses. The Treasurer has authority to make financial decisions that are in the best interest of NHFA and is required to report financial activity to the Board of Directors on a regular basis. Non-budgeted purchases exceeding \$500 will be approved in advance by Board vote.

Section 2 – Contracts

The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of NHFA, and that authority may be general or confined to specific instances.

Section 3 – Loans/Indebtedness

No loans shall be contracted on behalf of NHFA and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. That authority may be general or confined to specific instances. No loans shall be made by NHFA to a Director nor shall NHFA guarantee the obligation of a Director unless either (a) the particular loan or guarantee is approved by a majority of the votes represented by members in attendance at the meeting where the matter is considered, except the votes of the benefited director, or (b) the Board of Directors determines that the loan or guarantee benefits NHFA and either approves the specific loan or guarantee or general plan authorizing loans and guarantees.

Section 4 – Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name or NHFA may be signed by the officer or officers, agent or agents of NHFA. In no event shall a check in excess of \$1000 be issued without the electronic approval (via e-mail) of one signatory, who is other than the second signatory signing the check.

Section 5 – Deposits

All funds of NHFA shall be deposited on a timely basis to the credit of NHFA in the banks, trust companies or other depositories as the Board of Directors may select.

**Article VII
Indemnification**

To the extent permitted by law, the Organization shall indemnify each Director, Officer, or his or her heirs, executors and administrators against expenses reasonably incurred by him or her in connection with any action, suit or proceedings to which he or she may be a party by reason of his or her being or have been, a Director or Officer of the Organization, except in relation to those matters which he or she shall be adjudicated to be liable for negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the indemnification shall not be exclusive or other rights to which he or she may be entitled. As used in this Article, expenses shall include amounts or judgments, penalties or fines rendered or levied against such Directors or Officers and the amounts paid in settlement by him or her shall have been first approved by the Board of Directors.

**Article VIII
Personal Liability**

The Board of Directors of the NHFA shall not be personally liable for any debt, liability, or obligation of the NHFA. All persons, corporations, and other entities extending credit to,

contract with, or having any claim against the NHFA may look only to the funds and property of the NHFA for the payment of any debt, damages, judgment or decree, or of any money that may otherwise come due or payable to them from the NHFA.

Article IX Conflicts of Interest

Any possible conflict of interest on the part of any member of the Board shall be disclosed in writing to the Board and made a matter of record through an annual procedure and also when the interest involves a specific issue before the Board. The minutes of the meeting shall reflect that disclosure was made, the abstention from voting, and the actual vote itself. Every new member of the Board will be advised of this policy upon entering the duties of his or her office, and shall sign a statement acknowledging understanding of and agreement to abide by this policy. *See full NHFA Conflict of Interest Policy*

Article X Dissolution and Disposition of Assets

In the event of dissolution of the NHFA, the NHFA shall, consistent with the Article of Incorporation, after paying or making provisions for the payment of all of the NHFA's liabilities, distribute all of the assets of the NHFA to an organization or organizations, as determined by the Board of Directors, capable of carrying on the purposes of the NHFA and which are exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or shall distribute such assets to the federal government, or to a state or local government for a public purpose. Any such assets not disposed of shall be disposed by a court of competent jurisdiction in the county in which the principal office of the NHFA is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such public purposes.

Article XI Non-Profit Operation

The NHFA shall be operated on a nonprofit basis pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 1 — Character of Business

All activities of this organization involving members shall be nonprofit in character for the benefit of the public and upon the mutual responsibility of its members.

Section 2 — Reserves

The Board of Directors shall have the power and authority to set up reasonable reserves for necessary purposes of the Organization.

Section 3 – Use of Funds

The Board of Directors is hereby authorized to use any of the funds in the possession of the Organization or any of the property or assets of the Organization for any of the purposes or activities authorized by the Organization’s Bylaws.

**Article XII
Amendments**

The power to alter, amend, waive, or repeal these bylaws or to adopt new bylaws shall be vested in the Board of Directors of the NHFA, subject to repeal or change by a two-thirds majority vote of the Membership of the NHFA present and voting at the Annual Meeting. The Secretary shall make all reasonable effort to provide notice of the proposed amendment(s) to the current membership thirty (30) days before the vote is docketed on the Organization’s meeting agenda.

Statement of Authority

This document consisting of twelve pages is the current Bylaws of the National Home Funeral Alliance as of the date below.

National Home Funeral Alliance Board of Directors

Date