



**AMENDED BY-LAWS
OF
COLORADO ASSOCIATION OF CEMETERIES**

September 10, 2009

These By-Laws shall remain in force and shall be effective until repealed or amended. They supersede the Colorado Association of Cemeteries By-Laws dated June 16, 2000 and any and all previous versions thereof.

ARTICLE I

IDENTIFICATION

Section 1. This Association shall be known as the Colorado Association of Cemeteries hereinafter referred to as “CAC”.

Section 2. CAC shall have a logo of such design as the Board of Directors may adopt.

Section 3. The official publication of CAC for notification and informational items shall be the Colorado Cemeterian newsletter which shall be published at least quarterly by CAC.

ARTICLE II

PURPOSE OF CAC

Section 1. The purpose of CAC is to provide opportunities for the interchange of ideas and experiences among cemetery service providers; to provide a forum for the education and training of

those involved in all phases of cemetery and funeral operations; to provide leadership in setting and maintaining high ethical standards; to gather, maintain, and disseminate information about these providers and the CAC; to encourage CAC's members to constantly strive to meet the needs of the public; and to represent CAC before government entities of all types, or provide the information necessary for that representation.

ARTICLE III

CAC MEMBERSHIP

Section 1. a. Qualifications: Regular membership in CAC shall be open to any persons, firm, corporation, association, municipality, religious and/or fraternal organization primarily engaged in the memorialization and final disposition of the human body, and which is willing to subscribe to CAC's By-Laws and Code of Ethics.

b. Categories: Membership in CAC shall consist of the following categories:

- (1) Regular Membership
- (2) Associate Membership
- (3) Supplier Membership
- (4) Life and Honorary Membership

c. Regular Membership: Any firm, corporation, association, municipality, religious or fraternal organization, being for profit or not for profit, or any other owning, controlling or managing a cemetery, mausoleum or columbarium for the memorialization and final disposition of the human body which cemetery property is situated in Colorado may become a regular member of CAC upon recommendation of a regular member and subsequent approval by a majority of the Board of Directors. The representatives of the Regular members are entitled to vote and hold office.

d. Associate Membership: Any individual, firm, corporation, association, municipality, religious or fraternal organization affiliated with a cemetery, mausoleum, or columbarium, crematory or mortuary may become an Associate Member of CAC by approval of a majority of the Board of Directors. This includes Colorado and out of state organizations. Associate members shall have no vote nor be eligible to hold office in CAC.

e. Supplier Membership: Any individual, firm or corporation supplying any materials or services used by or in a cemetery, mausoleum, columbarium, crematorium or mortuary may become a supplier member of CAC by approval of a majority of the Board of Directors. Supplier membership shall have no vote or be eligible to hold office in CAC.

f. Life or Honorary Membership: Life or Honorary membership may be conferred upon individuals at such time and under such terms as the Board of Directors by unanimous vote shall determine. Life or Honorary members, who are also regular members, may vote and hold office. All others shall have no voter nor be eligible to hold office in CAC.

Section 2. The CAC Board of Directors by a majority vote reserves the right to deny membership for cause.

Section 3. Suspension and Termination

a. Any membership may be suspended or terminated for cause. Violation of CAC's By-Laws or Code of Ethics, or violation of any lawful rule or practice or any other conduct prejudicial to the interest of CAC or likely to bring CAC or the memorialization service industries into disrepute shall be considered sufficient cause for suspension or termination of membership.

b. Whenever CAC receives a complaint concerning the conduct of a member, the complaint shall be referred to CAC's Complaint Committee which shall make an inquiry into the conduct in question and submit a recommendation to the Board of Directors. Suspension or termination of

membership shall be by majority vote of the Board of Directors, provided that a statement of charges shall have been sent by registered mail to the last recorded address of the member at least thirty (30) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meetings of the Board of Directors at which such charges shall be considered, and the member shall be granted opportunity to appear in person to present any defense to such charges before action is taken thereon.

Section 4. Membership List. CAC's membership list, consisting of member organization names, addresses, telephone numbers, email addresses and contact persons, is a proprietary listing and shall not be disclosed or used for any purpose without specific approval of a majority of the Board of Directors.

ARTICLE IV

DUES

Section 1. Establishment of Dues: Annual dues shall be determined by CAC's Board of Directors. Dues will be for a calendar year; January 1st through December 31st. Such increases shall become effective immediately for the following year after Board approval and shall be collected by no later than March 31st after which time there will be a late fee.

Section 2. Delinquency and Termination: Membership in CAC of any member whose dues remain in arrears for a period of six (6) months shall be terminated provided that such member shall have received not less than three (3) written notices or having been afforded an opportunity for a hearing which the Board shall provide in cases of hardship. The Board of Directors may extend the time for payment of dues and continuation of membership privileges upon written request by a member of the Board. Any membership whose dues are in arrears for ninety (90) days may be denied the services and privileges of membership by the Board including the right to vote and hold office.

Section 3. Refunds: No dues shall be refunded to any membership which is terminated.

Section 4. In the event of death or resignation of an individual representing a membership, his successor shall be appointed by that membership and his name sent in writing to the Board of Directors for approval.

ARTICLE V

VOTING FOR DIRECTORS

Section 1. Voting shall be by designated representatives, and each regular membership in good standing shall be entitled to vote.

Section 2. Each regular membership in attendance shall be entitled to cast one vote for every Director to be elected.

Section 3. Separate elections for the Second Vice President, Secretary/Treasurer, and Member at Large positions shall be held. The persons receiving the highest number of votes shall be considered elected to that position.

Section 4. The incumbent President, with majority approval of the Board of Directors, shall appoint judges to supervise and count the tally.

Section 5. In case of a tie for the above positions, selection shall be by lot number under the direction of the judges in charge of the election.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of six members who shall be elected from the regular membership of CAC and shall serve until they are properly replaced. No more than two members of the Board of Directors shall be from the same cemetery/organization.

Section 2. Directors shall be eligible to serve CAC only so long as their memberships are valid.

Section 3. The Board of Directors shall manage the affairs of CAC and in addition to the powers and authorities conferred by these By-Laws, shall exercise such powers and authority required to carry out CAC's purposes which are not prohibited by these By-Laws or the laws of the State of Colorado.

Section 4. No contract, agreement, conveyance or encumbrance to employ persons and fix the duration, duties and salaries thereof, shall be made, nor shall the purchase or acquisition or sale or disposal of any assets be made except after approval of a majority of the Board of Directors as they deem necessary.

Section 5. Vacancies: Permanent vacancy shall be filled by vote of the remaining members of the Board of Directors and such Director shall be a regular member and shall serve until the next annual meeting of the members of CAC.

Section 6. Resignation or Removal: Any member of the Board of Directors may resign at any time by giving written notice to the Board and such resignation shall be effective upon acceptance thereof. Any member of the Board may be removed for cause by majority vote of the remaining Directors.

ARTICLE VII

OFFICERS

The officers of CAC shall be a President, Immediate Past President, First Vice President, Second Vice-President, Secretary-Treasurer, and Member-at-Large. The President, First Vice President and Second Vice-President will annually replace the office above them in the ranking. The Second Vice-President, Secretary-Treasurer, and Member-at-Large positions will be annually elected by the membership. The Board of Directors, at its discretion, by majority vote of those remaining, may remove any officer from office for cause.

Section 1. Duties of the President: The President shall preside at all meetings of the Board of Directors and of CAC, shall sign all instruments authorized by the Board of Directors to be executed, shall be the Chief Executive Officer and shall make reports of the acts and condition of CAC at its annual meeting, shall monitor legislative affairs and ascertain that CAC's membership is being kept informed on items of importance or concern through CAC's official publication other appropriate means, and shall annually appoint such standing, special or ADHOC committees as may be necessary or expedient to accomplish CAC's purpose.

Section 2. Duties of the First Vice-President: The First Vice-President shall, in the absence of the President, preside at all meetings and do any and all things the President could or should do if he were present. The First Vice-President shall be responsible for the conducting of the election of officers at the Annual Business Meeting.

Section 3. Duties of the Second Vice-President: The Second Vice-President shall, in the absence of the President and First Vice-President, preside at all meetings and do any and all things the President could or should do if he were present. The Second Vice-President shall be responsible for recruitment and retention of members.

Section 4. Duties of the Secretary-Treasurer: The Secretary-Treasurer shall be responsible for recording and maintaining permanent records and minutes of the CAC including the maintenance of a current Membership list. The Secretary-Treasurer shall be responsible for receiving all monies due CAC and depositing the same in such bank or banks and depositories as the Board of Directors shall direct and for keeping accurate account of the same and making disbursements only as directed by the Board of Directors. The Secretary-Treasurer is responsible to make reports to the Board of Directors as requested and present the financial report and Annual Minutes at CAC's Annual Meeting.

Section 5. Duties of the Member-at-Large: The Member-at-Large shall be responsible for CAC's history and act as Parliamentarian and Sergeant of Arms at the Annual Business Meeting and Convention.

Section 6. Duties of the Immediate Past President: The Immediate Past President will be responsible for advising all other Directors, and carrying out those duties assigned by the President.

ARTICLE VIII

MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular meetings shall be held at least quarterly and are open for observation to any member without invitation.

Section 2. Special meetings of the Board of Directors shall be held on call of the President or any three members of the Board by written notice or email notice with return receipt requested to each Director at least five business days prior to such meeting or without notice if all are present or waive such notice in writing. Such notice shall include the time, place, and business to be considered.

Section 3. Quorum: A majority of the Directors shall constitute a quorum for the transaction of business.

Section 4. Robert's Rules of Order shall govern all deliberations of CAC's Board of Directors in all cases to which they are applicable, and in which they are consistent with the By-Laws of CAC. In the event of conflict, CAC's By-Laws shall prevail.

ARTICLE IX

MEETINGS OF CAC

Section 1. The Annual Meeting of the CAC shall be held at a time and place approved by the Board of Directors.

Section 2. At all membership meetings, 25% of the regular membership in good standing who are present or represented by proxy shall constitute a quorum for all matters of business before CAC.

Section 3. Proxy voting: Not later than thirty (30) days prior to the annual meeting, the Secretary shall send to each regular member a proxy form by which the regular member shall certify an individual who shall be entitled to vote on its behalf at the next annual meeting or at any special meeting. Such validly executed certification shall be filed with the Secretary before a regular member is permitted to vote and shall be valid only for that specific purpose.

Section 4. The Secretary, by mail or email where possible to each regular member or without notice if all are present or waive such notice, shall call a special meeting of CAC at the written request of 20% of the regular members in good standing ten (10) days in advance of the time and place of such meeting and shall identify the business to be considered at said meeting.

Section 5. Categories 2, 3, and 4 members while having no vote, shall have reasonable access to speak on the floor of any annual or special meeting.

Section 6. Robert's Rules of Order shall govern all deliberations of CAC in all cases to which they are applicable, and in which they are consistent with the By-Laws of CAC. In the event of conflict, CAC's By-Laws shall prevail.

ARTICLE X

COMMITTEES

Section 1. Annual Business and Convention Committee: The President shall act as Chairperson and shall plan and administer CAC's Annual Business Meeting.

Section 2. Membership Committee: The Second Vice-President shall act as Chairperson and shall attain and maintain a membership sufficient to meet the financial objectives of CAC, shall develop

and implement a plan to retain members, and shall plan and implement a yearly membership drive and, in conjunction with CAC's Secretary-Treasurer, shall assure collection of dues.

Section 3. CAC's Complaint Committee shall consist of its entire Board of Directors plus two other individuals as needed not affiliated with the cemetery industry. Such individuals shall be selected by a majority vote of the Board and shall serve until the complaint is resolved. Any Director whose organization is the subject of a complaint shall abstain from any deliberations regarding such complaint.

Section 4. The President may authorize and define the powers and duties of other committees which may from time to time be needed for the effective operation and preservation of CAC including but not limited to: Cemeterian Skills Competition Committee; Legislative Affairs Committee; Strategic Planning Committee; Awards and Recognition Committee; Ethics Committee; Training and Education Committee; Nominating Committee; Convention Committee; Marketing and Public Relations Committee; By-Laws Review Committee; and Complaint Committee. The President may appoint a Committee Chairperson for any committee.

Section 5. At all committee meetings, a majority of those committee members present shall constitute a quorum.

Section 6. Robert's Rules of Order shall govern all deliberations of CAC's committees in all cases to which they are applicable, and in which they are consistent with the By-Laws of CAC. In the event of conflict, the CAC's By-Law's shall prevail.

ARTICLE XI

AMENDMENTS

These By-laws may be amended, changed or revoked by a majority vote of the regular members in good standing in attendance at any regular meeting or special meeting provided that notice of such

proposed change, amendment, or revocation has been given in writing or email if possible to each regular member at least ten business days prior to the time of such meeting.

September 10, 2009

CERTIFICATION

We hereby certify that the foregoing By-Laws incorporated on eleven (11) pages, including this page, constitute the most recent revision of the By-Laws of the Colorado Association of Cemeteries heretofore adopted by the Membership at previous regular meetings of CAC.

Lloyd Swint, President _____

Frank Nash, Jr., Past President _____

Dwight Andersen, 1st VP _____

Kevin Wolfe, 2nd VP _____

Ken Durgin, Secretary/Treasurer _____

Michael Long, Member-at-Large _____