

# CANA Bylaws

12/15/2005

## Article I. Offices

The principal office of the corporation in the State of Illinois shall be located in the City of Chicago, County of Cook. The corporation may have such other offices, either within or without the State of Illinois, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of Illinois a registered office, and a registered agent whose office is identical with such registered office, as required by the Illinois General Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Illinois, and the address of the registered office may be changed from time to time by the Board of Directors.

## Article II. Members

**Section 1. Right of Membership.** Membership in this Association shall be granted, refused or rescinded for good and just cause by the Board of Directors and Officers. A change in ownership or controlling interest in any property or organization of any member shall require the filing of new membership application.

**Section 2. Classes of Members.** The corporation shall have 9 classes of members. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

- a. Regular Members
- b. Multiple Entity Members
- c. Affiliate Members
- d. Multiple Entity Affiliate Members
- e. Supplier Members
- f. Professional and Consultant Members
- g. Honorary Members
- h. Association Members
- i. Student Members

- (a) A Regular Member shall be a proprietorship, partnership, corporation or society operating and maintaining a crematory, a columbarium, a cemetery, a funeral home or any combination of the above.
- (b) A Multiple Entity Member can be any Regular Member. A Multiple Entity Member may have no more than (5) votes and five (5) Regular Memberships. Multiple Entity Members who have additional locations or entities may register them with the corporation as Multiple Entity Affiliate Members.
- (c) An Affiliate Member shall be an employee or affiliate firm of a Regular Member. They shall be entitled to all privileges of membership, except the right to vote or hold office.
- (d) A Multiple Entity Affiliate Member shall be an additional member of a Multiple Entity Member. They shall be entitled to all privileges of membership, except the right to vote or hold office.
- (e) A Supplier Member shall be an organization or its authorized representative that sells its products or services to crematories and/or cemeteries. They shall not have the right to vote or hold offices in this Association. They may attend any of the convention functions or participate in convention activities, except for recorded business meetings unless specifically invited by the Board of Directors of this Association.

- (f) Any individual rendering, performing, and selling professional services, such as accounting, legal or similar services, may become a Professional Member. Professional Members shall not have the right to vote or hold office in this association. They may attend any of the convention functions or participate in the convention activities, except for the recorded business meetings, unless specifically invited by the Board of Directors of the Association.
- (g) Honorary Membership shall be submitted to the Board of Directors and if recommended shall be approved at the annual meeting by the Regular membership of the Association.
- (h) An Association Member shall be another organization (or its authorized representative) which is a trade association, governmental agency or educational organization which has an interest in the activities of this corporation. They shall not have the right to vote or hold office in the Association. They may attend any of the convention functions or participate in convention activities except for recorded business meetings, unless specifically invited by the Board of Directors of this Association.
- (i) A student member shall be any regularly enrolled student who is interested in the subject of cremation and promoting memorialization. A student member shall be entitled to all the privileges of membership, except the right to vote or hold office.

**Section 3. Approval of Members .** Unless otherwise provided herein, members shall be approved by the Board of Directors. An affirmative vote of a majority of the Directors shall be required for approval. No Member may be approved by the Board unless they sign and agree to abide by the Association's Code of Ethics Creed

**Section 4. Voting Rights.** Each Regular Member who is in good standing shall be entitled to one vote on each matter submitted to a vote of the members. If any person, firm, corporation or other form of organization under this category owns or controls the operation of more than five (5) Regular Members, the total number of votes permitted to be cast by such Regular Member at any election or on matters upon which votes are cast shall be limited to five (5) votes.

**Section 5. Termination of Membership.** The Board of Directors, by affirmative vote of two thirds of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted membership meeting, terminate the membership of any member who becomes ineligible for membership.

**Section 6. Resignation.** Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

**Section 7. Reinstatement.** Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

### **Article III. Meeting of Members**

**Section 1. Annual Meeting.** An annual meeting or convention of the members shall be held at such time and place as the members may elect on the recommendation of the Board, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the election is not held at the annual meeting, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

**Section 2. Special Meetings.** Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

**Section 3. Place of Meeting.** The Board of Directors may designate any place, either within or without the State of Illinois, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Illinois, but if a quorum of the members shall meet at any time and place, either within or without the State of Illinois, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

**Section 4. Notice of Meeting.** Written notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten nor more than fifty days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

**Section 5. Informal Action by Members.** Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a quorum of the members entitled to vote with respect to the subject matter thereof.

**Section 6. Quorum.** The members holding one-tenth of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

**Section 7. Manner of Acting.** A majority of the votes entitled to be cast on a matter to be voted upon by the members present at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these by-laws.

#### **Article IV. Board of Directors**

**Section 1. General Powers.** The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Illinois. No person shall hold more than one Director's position at any one time.

**Section 2. Number, Tenure and Qualifications.** The number of Directors shall be nine Regular Members of the Corporation plus the Immediate Past President, the Director Delegate of the International Cremation Federation, the Supplier Liaison, the President, the President-Elect, the First Vice-President, the Second Vice-President and the Third Vice-President, making a maximum of nineteen members. Beginning at the annual meeting of the members in August, 1998, Five Regular Member Directors shall be elected of which Three Regular Member Directors shall be elected for a term of three years, One Regular Member Director for a term of two years and One Regular Member Director for a term of one year. Three Regular Members shall be elected as Regular Member Directors each year at the annual meeting by the voting membership to replace the three Regular Member Directors whose terms have expired in that year. Regular Member Directors are eligible for re-election to serve an additional three year term. The Supplier Liaison will serve a three year term and can serve two terms in a row. The Supplier Liaison will be elected by vote of Supplier Members only. Effective with the Annual Meeting of the members in August, 1998, no new Regular Member Director or New Officer Director,

not presently serving on the Board of Directors, shall be elected if such election shall result in there being more than two members of the Board employed by the same Regular Member or Multiple Entity Member. In the event, as a result of a change of ownership, more than two Directors are then employed by the same Regular Member or Multiple Entity Member, the positions held by those Directors in excess of two allowed shall be considered as a Vacancy to be replaced under the provisions of Section 8 of this Article IV.

**Section 3. Regular Meetings.** A regular annual meeting of the Board of Directors shall be held without other notice than this by-law, immediately after, and at the same place as the annual meeting of members for the purpose of electing the officers and other business that may properly come before the meeting. The Board of Directors may provide by resolution the time and place, either within or without the State of Illinois, for the holding of additional regular meetings of the Board without other notice than such resolution.

**Section 4. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Illinois, as the place for holding any special meeting of the Board called by them.

**Section 5. Notice.** Notice of any special meeting of the Board of Directors shall be given at least ten days previously thereto by written notice delivered personally or sent by mail or telegram to each Director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

**Section 6. Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

**Section 7. Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

**Section 8. Vacancies.** Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

**Section 9. Compensation.** Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for the attendance at each special meeting of the Boards, but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

**Section 10. Indemnification.** Every Director, officer, or employee of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding involved, by reason of his being or having been a Director, officer, or employee of the corporation, or any settlement thereof, whether or not he is a Director, officer, or employee at the time such expenses are incurred, except in such case wherein the Director, officer, or employee at the time is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, officer, or employee may be entitled.

**Section 11. Informal Action by Directors.** Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the Directors.

#### **Article V. Officers**

**Section 1. Officers.** The officers of the corporation shall be a President, President-Elect, one or more Vice-Presidents (the Secretary, a Treasurer and any such other officers as may be elected or appointed in accordance with the provisions of this article) The Board of Directors may elect or appoint such other officers, including the Director Delegate of the International Cremation Federation, one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors. No officer may simultaneously hold the office of the President, President-Elect, Vice-President, Secretary, Treasurer, Past President, Director Delegate of the International Cremation Federation, Regular Member Director, or any other office that may be assigned by the Board of Directors.

**Section 2. Election and Term of Office.** The President, President-Elect and Vice-President of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election or appointment of officers shall not be held or made at such meeting, such election or appointment shall be held or made as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected or appointed and shall have qualified. No officer shall be eligible for re-election or appointment to that office after they have served two consecutive terms.

**Section 3. Removal.** Any officer elected or appointed by the Board of Directors may be removed by a majority vote of the Board of Directors whenever in its judgement the best interest of the corporation would be served thereby but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

**Section 4. President.** The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors, and be ex-officio member of all committees. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or agent of the corporation, and in general he shall

perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

**Section 5. President-Elect/Vice-President.** In the absence of the President or in the event of his inability or refusal to act, the President-Elect, or in his absence, the First Vice President (or in the event there may be more than one Vice President, the Vice President in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect and the Vice President shall perform such other duties as from time to time may be assigned to them by the President or by the Board

**Section 6. Treasurer.** If required by the Board of Directors, the Treasurer shall be adequately bonded by the corporation of the faithful discharged of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these bylaws, prepare or have prepared and file all reports of a financial nature which are required to be filed by the Federal, state or any local government, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

**Section 7. Secretary.** The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these by-laws or as required by law, be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents as required, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws, keep a register of the post-office address of each member which shall be furnished to the Secretary by such member, and in general perform all duties incident to the office of the Secretary and such other duties as from time to time be assigned to him by the President or the Board of Directors.

**Section 8. Assistant Treasurers and Assistant Secretaries.** If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

## **Article VI. Committees**

**Section 1. Committees of Directors.** The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of three or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering and repealing the by-laws; electing, appointing or removing any member of any such committee or any Director or officer of the corporation, amending the article of incorporation; restating articles of incorporation, adopting a plan of merger or adopting a plan of consolidation with another corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority

shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

**Section 2. Other Committees.** Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be appointed in such manner as may be designated by the resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of such the corporation, and the President of the corporation shall appoint the Chairman or members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgement the best interests of the corporation shall be served by such removal.

**Section 3. Term of Office.** Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

**Section 4. Chairman.** One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

**Section 5. Vacancies.** Vacancies in the membership or any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**Section 6. Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of majority of the members present at a meeting at which quorum is present shall be the act of the committee.

**Section 7. Rules.** Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

#### **Article VII. Contracts, Checks, Deposits and Funds**

**Section 1. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the corporation in addition to the officers so authorized by these by-laws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

**Section 2. Checks, Drafts, etc.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

**Section 3. Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 4. Gifts.** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purpose of the corporation.

#### **Article VIII. Certificates of Membership**

**Section 1. Certificates of Membership.** The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine.

**Section 2. Issuance of Certificates.** When a member has been approved for membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his name and delivered to him by the secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this Article VIII.

#### **Article IX. Books and Record**

The corporation shall keep at its registered or principal office and/or any other location as determined by the Board of Directors correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

#### **Article X. Fiscal Year**

The fiscal year of the corporation shall begin on the first day of August and end on the last day of July each year. The Board of Directors has the power to change the dates of the fiscal year by a vote of two-thirds of the Board present at a meeting called for that purpose.

#### **Article XI. Dues**

**Section 1. Annual Dues.** The Board of Directors may increase the initiation fee and annual dues in an amount not to exceed 10% of the current initiation fee and annual dues. Any increase in excess of 10% must be approved by the vote of a majority of the members in attendance at the Annual Meeting. In the event the board determines that an emergency situation exists in connection with participation in a governmental proceeding or litigation, a special assessment or increase may be proposed at a properly called Annual Meeting without prior notice of the special assessment or increase being required.

**Section 2. Payment of Dues.** Dues shall be payable on the first day of August in each fiscal year.

**Section 3. Default and Termination of Membership.** When any member of any class shall be in default in the payment of dues for a period of four months from the beginning of the fiscal year or period for which such dues became payable, his membership may thereupon be terminated by the Board of Directors in the manner provided in Article II of these by-laws.

**Article XIII. Waiver of Notice**

Whenever any notice is required to be given under the provisions of the Illinois General Non-Profit Corporation Act or under the provisions of the articles of incorporation or by the bylaws of the corporation, a waiver thereof 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.

**Article XIV. Amendments to By-Laws**

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the Regular Members present at any regular meeting or at any special meeting, if written notice is given of intention to alter, amend or repeal or to adopt new by-laws at such meeting.