

# BY-LAWS OF THE SAN DIEGO MEMORIAL SOCIETY

## ARTICLE I - PURPOSE

Section 1: Purpose for which this Society is formed is:

- a. To promote through education, presentations, publications, brochures and other means, dignity and simplicity of funeral and cremation rites.
- b. To make it possible for its members to prearrange the type of funeral or cremation which they desire at an agreed economical cost, with a licensed funeral director.
- c. SDMS is a non-profit, tax exempt 501(c)(4) organization, incorporated in the State of California

## ARTICLE II - MEMBERSHIP

Section 1: Members shall be any adult person who signs the Society's application form and pays the membership fee. The membership fee shall be set by the Board of Directors

Section 2: Dependent minor children living in the same home as the applicant shall also be included as members of the Society at no additional charge until their 18<sup>th</sup> birthday.

Section 3: Each adult member shall have one vote.

## ARTICLE III – BOARD OF DIRECTORS AND OFFICERS

Section 1: The governing body of the Society shall be a Board of Directors, hereinafter referred to as the Board, consisting of 7 to 15 members.

Section 2: The Board members shall be elected from the adult membership of the Society.

Section 3: The Board shall elect from its membership, at a Board meeting held within 30 days after the Annual Meeting of the Society, a President, a Vice President, a Secretary and a Treasurer. The officers of Secretary and Treasurer may be combined. Such officers shall also serve as officers of the Society.

Section 4: The Board may appoint advisory committees from time to time, as the need requires, to serve at the pleasure of the Board. A legal advisor may be appointed by the President with the approval of the Board and shall serve at the pleasure of the Board.

Section 5: A quorum for transacting business at any meeting shall consist of the majority of the Board.

Section 6: Board members shall serve without pay.

Section 7: **Protection Of Directors And Officers**

### **Indemnity**

**Subject to the law, the Society shall indemnify a director or officer of the Society, a former director or officer of the Society or another individual who acts or acted at the Society's request as a director or officer, or an individual acting in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect**

of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Society or other entity.

The Society shall not indemnify an individual above, unless the individual:

a. acted honestly and in good faith with a view to the best interests of the Society or, as the case may be, to the best interests of the other entity for which the individual acted as a director or officer or in a similar capacity at the Society's request; and

b. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

The Society shall also indemnify an individual referred to above in such other circumstances as the law permits or requires. Nothing in this by-law limits the right of an individual entitled to indemnity to claim indemnity apart from the provisions of this by-law.

#### Section 8: Insurance

The Society may purchase and maintain insurance for the benefit of an individual referred to in the paragraph above, against any liability incurred by that individual, (i) in the individual's capacity as a director or officer of the Society, or (ii) to be in individual's capacity as a director or officer, or a similar capacity, of another entity, if the individual acts or acted in that capacity at the Society's request.

### **ARTICLE IV – DUTIES OF THE BOARD OF DIRECTORS**

Section 1: The Board shall be charged with formulating and acting upon all matters of policy and procedures affecting the operation of the Society.

Section 2: The President shall preside over the meetings of the Board of Directors and of the Society's membership.

Section 3: The Vice-President shall, in the absence of the President, preside over the meetings of the Board and of the Society's membership.

Section 4: The Secretary shall record the actions of all meetings of the Board and of the Society's membership.

Section 5: The Treasurer shall prepare an Annual Report of the state of the Society's finances, said report to be audited and available for inspection by the Society's membership. He/She shall sign all negotiable instruments on behalf of the Society.

Section 6: The President and Treasurer shall jointly sign contracts for the Society, upon authorization of the Board.

Section 7: The Board shall meet at least twice each year, and at other times as the President may require, with due notice to all members of the Board.

Section 8: Any member of the Society who serves on behalf of the membership in any capacity will be required to sign the Conflict of Interest Policy that was adopted by the Board on May 16, 2009.

Section 9: **Conflicts Of Interest**

A director of the Society who is a party to, or who is a director or an officer, or an individual acting in a similar capacity of, a party to, or who has a material interest in a party to, a material contract or material transaction, whether made or proposed, with the Society, shall disclose to the Society the nature and extent of that interest at the time and in the manner provided by law. No such director shall vote on any resolution to approve the contract or transaction except in accordance with the law.

## **ARTICLE V – TERMS OF OFFICE FOR BOARD MEMBERS AND OFFICERS**

Section 1: Board members shall be elected for a term of three years. The Board of Directors shall design and maintain a system that identifies all Board members by a numbered board seat, one (1) through fifteen (15). One-third of the Board will be elected each year at the Annual Meeting of the Society for a three year term. No member may serve more than ~~two~~ **three** consecutive terms.

Section 2: Officers shall serve for a term of one year and until their successors are elected by the Board.

Section 3: The President shall cause lists of nominees for vacancies on the Board to be mailed to each voting member of the Society at least 15 days before the election date at the Annual Meeting of the Society.

Section 4: Any vacancies on the Board may be filled by the Board until the next Annual Meeting.

Section 5: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member may only be removed from the Board by a three-fourth vote of the remaining directors for excess absences or other reasons consistent with these Bylaws and not in violation of state or federal laws.

Section 6: The Board of Directors, by a majority vote, in recognition of exemplary service to the Society, may elect a Society member to the Board in an “Emeritus Board Member” status. The position will be a nonvoting lifetime office.

Section 7: Employees of the San Diego Memorial Society may not serve as a member of the Society’s Board of Directors.

**Section 8: Election and Term**

If directors are not elected at a meeting of members at which an election of directors is required, the incumbent directors shall continue in office until their successors are elected.

**Section 9: Transaction of Business**

The powers of the board may be exercised at a meeting at which a quorum is present or by a resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the board.

**ARTICLE VI - MEETINGS**

Section 1: The Annual Meeting of the Society shall be held prior to May 1 of each year at a date, time and place chosen by the Board, with proper notification to the membership.

Section 2: Special Meetings of the Society may be called by the Board upon written request of any 25 voting members of the Society, within 30 days of such request to the President, with proper notification to the membership.

Section 3: Proper notification shall consist of written notice at least 15 days before the meeting of the Society sent to all adult members at the address on record with the Society.

Section 4: A quorum at any membership meeting of the Society shall consist of eleven voting members of the Society, not including Board members.

**Section 5: Meetings Held by Electronic Means**

If the board or the members of the Society call a meeting of members under the law, those directors or members, as the case may be, may determine that the meeting will be held, in accordance with the law, entirely by means of a telephonic electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

**Section 6: Meetings of Members**

**Participation in Meeting by Electronic Means**

Any person entitled to attend a meeting of members may participate in the meeting, in accordance with the law, by means of a telephonic electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Society makes available such a communication facility. A person participating in a meeting of members by such means is deemed for the purposes of the law to be present at the meeting.

**Section 7: Participation in Meetings Via Electronic Means**

A director may, in accordance with California law, and if all the directors of the Society consent, participate in a meeting of the board or committee of the board by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A director participating in such a meeting by such means is deemed for purposes of the law to be present at that meeting.

## Section 8: Written Resolution In Lieu Of Meeting

A resolution in writing, signed by a majority of the directors entitled to vote on that resolution at a meeting of the board or committee of the board, is as valid as if it had been passed to the meeting of the board or committee of the board.

## ARTICLE VII – ASSETS

Section 1: No member has any right or interest in the property of the Society.

Section 2: In the event the Society disbands, or in fact ceases to function, any net assets shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for social and welfare purposes and which has established its tax exempt status and will be selected by the Board of Directors.

## ARTICLE VIII – AMENDMENT TO THE BY-LAWS

Section 1: The By-Laws of the Society may be amended at any meeting of the membership by two-thirds votes of the members present and voting, provided notice of the proposed amendment is given in the call to the meeting.

### Section 2: Approval of Amended By-laws

The board to determine whether to adopt amended by-laws to update the Society's by law provisions relating to annual meetings.

The amended by-laws will become effective upon being approved by the board, however the Society requires the board to submit the amended by-laws to the members at the annual meeting for their confirmation. Accordingly, the members will be asked to consider and, if deemed advisable, to approve at a resolution to confirm the amended by-laws.

**Adopted April 9, 1958. Amended 1961, 1964, 1980, 1988, 2006, 2010, 2011, 2012, 2013, 2014, 2021**