

CONSTITUTION AND BY-LAWS OF
THE AMERICAN SOCIETY OF EMBALMERS

Article I
Name

Section 1. The organization shall be known as The American Society of Embalmers (a not-for-profit Illinois corporation).

Article II
Purpose

The purpose of this corporation, hereinafter referred to as the “Society”, is as follows:

Section 1. To establish and promote embalming education standards.

To establish and promote ethical practice standards in the fields of embalming and restorative art.

To establish and encourage lifelong learning.

Section 2. In no event, shall assets or income of the corporation inure to the benefit of any private individuals or organization.

Section 3. The Society will not render the services of a licensed professional.

Article III
Membership and Dues

Active Membership

Section 1. Licensed embalmers (dually licensed funeral directors and embalmers, or states where only a funeral directors license is issued are included in this category) shall be accorded active membership status with voting rights. Retired licensees and those licensees who placed their license in an inactive status are accorded full membership with voting rights. Those individuals desiring membership in the Society shall submit an application, a copy of their current active embalmer’s or funeral director/embalmer license (for retirees or inactive licensees they need to show proof of original licensure) and the current amount of the application fee. All members must remain in good standing by paying the annual renewal fee and obtaining at least 3 hours of continuing education credits each year in embalming or related subject matter (i.e. restorative art, OSHA training, etc.).

Section 2. Interns and apprentices shall be accorded full membership without voting rights. They will pay the full current membership fee and submit a copy of their intern or apprentice license. They will be exempt from continuing education requirements during the course of their internship or apprenticeship.

Emeritus Membership

Section 1. Emeritus members having reached the age of 65 and 3 years of membership shall no longer be required to obtain 3 hours of CEU's. They will have full voting rights.

Associate Membership

Section 1. Associate membership status is open to trade companies that support the work of embalmers. They will have no voting rights or privileges

Article IV **Board of Directors and Officers**

Section 1. The Board of Directors shall have the right to change or amend the constitution and by-laws. Changes will be approved by a simple majority of the board members present.

Section 2. The officers of this Society shall be the President, Vice President, and Secretary/Treasurer who shall be elected from the 7 member Board of Directors. All board members and officers must be members in good standing and compliant with all membership regulations. And agree to participate in all Board activities including meetings, conference calls, and email requests.

Section 3. The Board of Directors shall be elected by the membership of the Society. A slate of nominees will be presented by the Board every 3 years (beginning in 2006) for 2 board positions and every 3 years (beginning in 2008) for 2 board positions and every 3 years (beginning 2010) for 3 positions.

Section 4. The officers shall serve in their respective office for two year periods of time. They may be re-elected to their office one time.

Section 5. All elected officers and the immediate past president shall serve without compensation for duty performance, however, they may be reimbursed for expenses related to and incurred in the discharge of their office, in accordance with the policies established by the Board of Directors.

Section 6. Election of officers will be made by the vote of the Board of Directors.

Section 7 The Board may, at their discretion increase the number of Board Members by a simple majority vote.

Section 8. Vacancies.

- A. President. In the event of a vacancy in the office of President, for whatever reason, a new President will be elected at the next meeting of the Board of Directors.
- B. Vice President. In the event of a vacancy in the office of Vice President for whatever reason, a new Vice President will be elected at the meeting of the Board of Directors.
- C. Secretary/Treasurer. In the event of a vacancy in the office of Secretary/Treasurer a new Secretary/Treasurer will be elected at the next meeting of the Board of Directors.

Section 9. Employees. The Board of Directors may hire, as it sees fit, any paid employees to work for the Society.

Section 10. Removal. Any elected officer, director, or paid employee of this Society may be removed with or without cause by a simple majority vote of the Board of Directors.

Section 11. Duties of Officer, Directors, and Employees. Duties of the Board of Directors, Officers, and Employees shall be performed in accordance with those listed in the By-laws.

Section 12. Voluntary Donations. The Board of Directors may accept any goods, services, monetary, or other voluntary donations made to the Society.

Section 13. Formal Relationships. The Board of Directors may, at any time, enter into formal relationships with other organizations to further support the mission/s of the Foundation.

Article V

Meetings

Section 1. Board of Directors Meetings. There shall be at least one (1) Board meeting per calendar year. The meeting place, date, and time shall be designated by the President at least thirty days (30) in advance. A quorum of the Board of Directors shall be a minimum of 4 (four) members of the Board.

Section 2. Special Meetings. Special meetings of the Society may be requested by the Board of Directors and shall be called by the President whenever five (5) members of the Board so request's it. Only business for which the meeting is called may be transacted.

Section 3. Meetings by Phone, Mail, Fax, or Electronic Mail. The Board of Directors may take a vote on a question by phone, mail or electronic media if all members of the Board agree on such balloting. An action taken by such form of balloting requires a simple majority vote of the Board of Directors to be enacted. Any such action must be reported at the next meeting of the Board of Directors. The minutes of such meeting must be duly ratified by the Board at the next full Board meeting.

Section 4. Conduct of Meetings. All meetings of the Society shall be conducted in accordance with the following terms and conditions.

- A. *Robert's Rules of Order.* Unless otherwise inconsistent with the Constitution and By-Laws, all meetings of the Society shall be governed by *Robert's Rules of Order.*
- B. Chairperson. The Board of Directors President, or in his/her absence the Vice President shall chair all Society meetings.
- C. Parliamentarian. The Chairperson shall appoint a Parliamentarian and questions may be directed to him/her only through the Chairperson.
- D. Record of Meeting. The Board Secretary will record the official actions of each meeting. In the absence of the Secretary the President shall appoint a recorder.

Article VI **Non-Discrimination**

The American Society of Embalmers shall not discriminate against any person on the basis of race, color, religion, age, sex, national origin, or physical disability. All dues paying members shall abide by this non-discrimination article in the conduct of their membership affairs and business

Article VII **Amendments**

This Constitution and By-laws may be altered or amended by a simple majority vote of the Board of Directors of the Society. No amendment shall be presented and acted upon until written notice of the amendment has been published and distributed to all Board members at least thirty (30) days prior to the meeting at which it is presented for adoption. Voting may be carried out by phone, fax, or electronic mail.

Article VIII **Dissolution**

Upon dissolution of the Society, any assets remaining after payment of all liabilities shall be distributed to a funeral service organization that is exempt under the I.R. S. 501 (c) (3) code by a vote of the Board.