

BYLAWS – MONUMENT BUILDERS OF NORTH AMERICA, INC.

Effective: June 30, 2021

ARTICLE I

Name and Office

Section 1. **Name** — The name of this Association shall be the Monument Builders of North America, Inc.

Section 2. **Office** — The Association shall maintain such executive offices as shall be determined by the Board of Trustees and shall maintain a registered office as required by the laws of the State of Ohio.

ARTICLE II

Purposes

The purpose of the Association shall be:

1. To encourage, in the public interest, the knowledge and appreciation of memorialization.
2. To foster and maintain an association for the promotion and improvement of the art of memorialization.
3. To support educational programs directed to all segments of the memorialization industry.
4. To promote constructive relationships among all segments of the memorial industry, and to encourage on behalf of the public, freedom of choice of memorials, both as to type and source of supply at all cemeteries, whether public or private.
5. To promote and encourage cooperation and understanding in all relations within the memorial industry and with respect to industry relations with all segments of the interment industry.
6. To support research in product design, manufacture, installation, and marketing for the betterment of the memorial industry and the public.
7. To support fair and competitive practices and equal treatment under the law for all levels of the memorial industry.
8. To encourage the highest degree of business, professional, and ethical standards at all levels of the memorial industry.
9. To encourage members of the memorial industry to give support to their industry trade associations.
10. To do such things as the Board of Trustees deem proper and necessary in furtherance of the members' interests.

ARTICLE III

Membership

Section 1. **Classes** — There shall be five classes of Association membership:

- 1.1 Regular
- 1.2 Associate
- 1.3 Affiliate
- 1.4 Past Service
- 1.5 Honorary

Section 2. **Regular Membership** — Any person, firm, or corporation is eligible for Regular membership in this Association upon application and upon meeting the following qualifications:

- 2.1 Is engaged in the retail sale of monuments to the consumer, or is a wholesaler, or manufacturer of monuments, or who provides goods, services, or materials of any kind to or for retailers or wholesalers of monuments.
- 2.2 A retailer is defined as a proprietorship, partnership, or corporation whose primary business is the sale of memorials to the public. The retailer will maintain a display of full-size monuments and markers and a storefront open to the public during business hours. Such retailer has shop facilities and personnel or equivalent arrangements for lettering and setting monuments and markers carried on display. Such retailer firm is not located in a cemetery, funeral home, or on property with special tax privileges, and holds itself out to sell and install monuments throughout the retail area in all cemeteries, not just to the clientele of one particular cemetery or funeral home.
- 2.3 Agrees to sign and comply with the provisions of the MBNA Code of Good Practice.
- 2.4 Meets these and such other uniform requirements as may be established by the Board of Trustees.
- 2.5 An application for Regular Membership from a retailer shall be electronically referred to all Regular members. The procedure for comment and recommendation shall be established by the Board of Trustees, follow MBNA membership criteria, and allow Regular members to respond within thirty days of submission of the application to MBNA. If there are no verifiable objections, MBNA will grant Regular Membership provided that the applicant meets the other qualifications for membership.
- 2.6 Each Regular Member, individually or through its appointed representative, shall have the right to vote on such matters as may be submitted to Regular Members to vote, to hold office in accordance with Articles VII-VIII, and to have such other rights and privileges as may be established from time to time by the Board of Trustees.

Section 3. **Associate Membership** — Associate Membership shall be available to any employee or person associated with any Regular member, and it shall also be available to any person or company having an interest in common with the monument industry but who is not engaged in the retail sale of monuments to consumers, or providing goods, services, or materials to Regular Members as its principal occupation or predominant activity and is not otherwise eligible for Regular Membership. Associate members shall have such rights and privileges as may be established from time to time by the Board of Trustees.

Section 4. **Affiliate Membership** — Affiliate Membership shall be available to any non-profit organization, government agency, or academic or technical training institution which has an interest in the monument and memorialization industries and in the furtherance of the mission and purpose of this association. Affiliate members shall have such rights and privileges as may be established from time to time by the Board of Trustees.

Section 5. **Past Service Membership** — Past Service Membership shall be available to any person who formerly maintained any classification of membership in this Association and who is no longer actively engaged in business, but who nevertheless has a continued interest in the furtherance of the purposes of the Association. Past Service members shall have such rights and privileges as may be established from time to time by the Board of Trustees.

Section 6. **Honorary Membership** — Honorary Membership shall be granted to those persons elected by the Board of Trustees based upon such criteria as may be adopted from time to time by the Board of Trustees. Honorary members shall have such rights and privileges as may be established from time to time by the Board of Trustees.

Section 7. **Membership Applications** — Applications for membership shall be made electronically or in writing addressed to the Executive Vice President, accompanied by payment of current dues and, if properly made, shall entitle the applicant to membership on approval by the Executive Vice President.

Section 8. **Voting** — Each Regular member shall appoint its representative in the Association who shall represent, vote, and act for the member in all the affairs of the Association. Only the designated representative or in his/her absence, a designated alternate, shall be authorized to act as a voting representative of the Regular member. Every Regular member of the Association shall have the right to one vote.

8.1 Manner of Casting Votes. Voting shall be in-person by voice or show of hands, or by written/electronic ballot. A vote by ballot may be had by motion duly made, seconded, and passed by a simple majority. Proxy votes will be permitted if properly executed by the Regular member on a standard form stating the member's name, address, dues expiration date, and the member's name who has the right to vote the proxy. No proxy shall be allowed for a referendum.

8.2 Written/Electronic Ballots. Any matter or issue requiring a vote of the Regular members, or upon which the Board of Trustees resolves to seek action by the Regular members, except for an elected position, may be submitted to the membership for approval by written/electronic ballot without the necessity of calling a special meeting, so long as the requirements for action by written/electronic ballot are satisfied.

8.3 Balloting Requirements. Written/electronic ballots distributed to the Regular members shall:

- be distributed to every Regular member entitled to vote on the matter at least 15 days prior to the final date the written/electronic ballots are to be received to be counted;
- describe the proposed action(s);
- provide opportunity to approve or disapprove of each matter or group of related matters;
- state the date by which the written/electronic ballot must be returned in order to be counted; and
- indicate the number of responses needed to meet the quorum requirement for the actions.

8.4 Requirements for Valid Action. Approval by written/electronic ballot shall be valid only when: (i) the number of votes cast by ballot within the time period specified equals or exceeds the quorum (as specified in Article IV, Section 3) that would have been required to be present at a Membership meeting if such a meeting had been convened to vote on the proposal, and (ii) the number of approvals equals or exceeds the number of affirmative votes required to approve the action at a Membership meeting.

8.5 Notification of Results of Balloting Process. Upon tabulation of the written/electronic ballots, the Board of Trustees shall notify the membership of the outcome of the vote at the Annual Meeting and/or electronic mail. If the number of written/electronic ballots cast with respect to any matter is insufficient to constitute a quorum, the Board shall so notify the Members.

Section 9. **Multiple Operations** — Regular members who maintain more than one business location which otherwise standing alone would be eligible for Regular Membership may obtain all benefits of Regular Membership for such location, including an additional vote for each such location, by paying full Regular Membership dues, fees, and assessments. Regular members wishing only to have such location listed in the Roster and/or Website and to receive official publications of the Association may do so by paying an annual service fee as set by the Board of Trustees for each such location.

Section 10. **Duration of Membership and Resignation** — Membership in this Association may terminate by voluntary withdrawal, or otherwise pursuant to these bylaws. All rights, privileges, and interest of a member in or to the Association shall cease on the termination of membership. Any Member may, by giving written notice of such intention, withdraw from membership. Withdrawal shall be effective only, however, upon fulfillment of all obligations for the current quarter and payment of any special assessments, fees or other obligations due to the Association prior to the receipt of the notice of resignation.

Section 11. **Suspension and Expulsion** — Membership in the Association may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership may be in violation of these bylaws, the MBNA Code of Good Practice, or any lawful rule or practice duly adopted by the Association, or any other conduct prejudicial to the best interests of this Association, or for other due cause. Suspension or expulsion shall be by majority vote of the entire Board of Trustees; provided, that a statement of the charges shall have been electronically sent to the member at least fifteen days before the final action is to be taken by the Board of Trustees. This statement shall be accompanied by a notice of the time of the meeting of the Board of Trustees at which the charges shall be considered, and the member shall have the opportunity to appear and represented by counsel to present any defense to such charges before action is taken by the Board of Trustees.

ARTICLE IV

Section 1. **Annual Meeting** — There shall be an annual meeting of Regular members of the Association held each calendar year as ordered by the Board of Trustees, for the election of officers, and Division and District meetings for the election of members of the Board of Trustees, and for the receiving of the annual reports, and for the transaction of other business. Notice of such meetings shall be sent electronically to each Regular member or mailed to the last recorded address of each Regular member or appear in the official publication of the Association at least 30 days before the time appointed for the meeting.

Section 2. **Special Meeting** — Special meetings of the Regular members of the Association may be called by the President or a majority of the Board of Trustees or shall be called by the President upon the written request of ten percent of the Regular members. Notice of any special meetings shall be sent electronically to each Regular member or mailed to the last recorded address of each Regular member or appear in the official publication of the Association at least 10 days before the time appointed for the meeting with the statement of time and place of the meeting and information as to the subject matter to be considered. The business to be transacted at any special meetings shall be stated in the Notice, and no other business may be considered at that time.

Section 3. **Quorum** — Ten percent of the Regular members, present or represented by proxy, shall constitute a quorum at any meeting of Regular members. If a quorum is not present, a majority of the Regular members present may adjourn the meeting from time to time, without any further notice, until a quorum is present.

Section 4. **Rules and Procedures** — All meetings of the Association shall be governed by Parliamentary Law as set forth in Robert's Rules of Order (most recent edition) when it does not conflict with these bylaws.

Section 5. **Attendance** — At all meetings, members may be represented by any officer, partner, or principal or any member of the firm whom the member may delegate for the purpose. Guests shall be allowed at meetings only on approval of the presiding officer. Meetings of the Board of Trustees shall be open only to the officers, trustees, and past presidents of the Association, except by special invitation. Any member may address any meeting of the Board of Trustees or Executive Committee upon written request. Other meetings may be designated as limited or closed in accordance with procedures adopted by the Board of Trustees.

Section 6. **Referendum** — At the discretion of the Board of Trustees, any questions may be submitted in writing to the Regular members for determination. Such writing shall consist of a ballot, stating the question to be determined with appropriate places at which the Regular members may indicate "approve" or "disapprove." Such ballots shall be sent to each Regular member electronically, or at the last recorded address shown in the official records of the Association. A majority vote taken on any issue thus presented shall be as binding as though taken at any duly constituted regular or special meeting of the Association, provided, however, a sufficient number of ballots are returned so as to constitute a quorum in accordance with these bylaws.

ARTICLE V

Divisions

Section 1. **Classification** — There shall be established within the Association in addition to the Retailer Division of Regular membership, the following Divisions:

- 1.1 Monument Manufacturers and Wholesalers.
- 1.2 Suppliers and Bronze Manufacturers.
- 1.3 Such other and further Divisions as the Board of Trustees may from time to time create.

Section 2. **Division Membership** — Any Regular member whose principal occupation or predominant activity is as a retailer, monument manufacturer and wholesaler, or supplier and bronze manufacturer shall, as an incident of Regular membership, automatically be a member of an appropriate Division.

Section 3. **Organization** — Each Division may:

- 3.1 Adopt and amend its own bylaws, subject to the approval of the Board of Trustees, and not in conflict with the bylaws of this Association.
- 3.2 Adopt a budget and provide for the funding of the budget.
- 3.3 Plan and implement such programs and projects as may relate to the special interest of the Division and as may be authorized by its bylaws.
- 3.4 The Secretary-Treasurer of each Division shall be the Executive Vice President of the Association.

ARTICLE VI

Dues and Assessments

Section 1. **Amount** — The amount of annual dues and assessments, if any, for any class of membership in the Association and the dates of payments therefore shall be determined by the Board of Trustees.

Section 2. **Failure to Pay** — Members who fail to pay their dues, assessments, fees, or other obligations due and owing to the Association within 60 days from the time they become due, without further notice and without hearing, shall be dropped from the membership rolls and thereupon immediately forfeit all rights and privileges of membership, provided, however, that the Board of Trustees may, by rule, prescribe procedures for extending the time for such payment and continuations of membership privileges upon request of a member and for good cause shown.

ARTICLE VII

Officers

Section 1. Composition — The Officers shall be composed of:

1.1 The Immediate Past President, the President, the President-Elect, the Executive Vice President, the four Vice Presidents and the Treasurer.

1.2 The President of the Monument Manufacturers and Wholesalers Division as determined by current division policy.

1.3 The President of the Suppliers and Bronze Manufacturers Division as determined by current division policy.

Section 2. **Duties of the President** — The President shall be the chairman of the Board of Trustees. The President shall preside at all meetings of members of the Association, shall have general supervision, and direction of all corporate officers of the Association, and see that their duties are properly performed, and shall appoint all committees, and by virtue of his office shall be an ex officio member of all committees.

Section 3. **Duties of the President-Elect** — During the absence or disability of the President, the President-Elect shall exercise all powers and duties of the President and shall have such further powers and shall discharge such other duties as may be assigned from time to time by the Board of Trustees.

Section 4. **Duties of the Vice Presidents** — The Vice Presidents shall have such powers and shall discharge such duties as may be assigned from time to time by the Board of Trustees.

Section 5. **Duties of the Treasurer** — The Treasurer shall consult with the Executive Vice President concerning the financial condition of the Association, shall be attentive to fiscal problems, shall be the chairman of the Finance and Budget Committee, and shall discharge such other duties as may be assigned from time to time by the Board of Trustees.

Section 6. **Duties of the Division Presidents** — The Division Presidents shall have such powers and shall discharge such duties as may be assigned from time to time by the Board of Trustees.

Section 7. **Duties of the Executive Vice President** — The Board of Trustees shall engage under contract an Executive Vice President. Under its direction, the Executive Vice President shall perform such administrative duties as shall be determined by the Board of Trustees or Executive Committee, shall be an ex officio member of the Board of Trustees, Executive Committee, all other Committees, Divisions, and Sections of the Association, shall keep minutes of all meetings of the Board of Trustees, and shall be the custodian of the records and files of the Association. The Executive Vice President as an ex officio member shall have a voice but not a vote. The Executive Vice President shall be paid such compensation as may be agreed upon between the Executive Vice President and the Executive Committee, and the Executive Vice President shall furnish, at the expense of the Association, a good sufficient bond of a surety company approved by the Board of Trustees to insure the faithful performance of his or her duties. In addition to such other duties as may devolve upon the Executive Vice President, he/she shall have the responsibility to employ Legal Counsel and a Certified Public Accountant subject to approval of the Board of Trustees; and he/she shall have custody of all monies and securities delivered to the Executive Vice President, shall keep books of account, shall deposit all such Association monies and securities in the name of and to the credit of the Association in such depositories as may be designated by the Board of Trustees. The Executive Vice President shall disburse such funds in payment of just demands against the Association, shall take and preserve proper receipts thereof, and shall render to the Trustees at their annual meeting, or at any other time when requested to do so, a statement of the financial condition of the Association.

Section 8. **Resignation** — If any Corporate Officer, with the exception of the President and the Executive Vice President, resigns prior to the expiration of his/her term, the President, with the approval of the Executive Committee, shall appoint a replacement to serve out the balance of the unexpired term.

Section 9. **Resignation or Inability to Perform** — President: If the President resigns or is not able to fulfill his/her one-year term, the President-Elect shall assume the position of President for the remainder of the unexpired term. At the conclusion of the unexpired term, he/she shall continue to serve his/her duly elected one-year term as President. In this case, a President may serve up to a

maximum of two years. President-Elect: If the President-Elect is not able to fulfill his/her one-year term, the President, with the approval of the Executive Committee, shall appoint a replacement to serve out the balance of the unexpired term.

ARTICLE VIII

Board of Trustees

Section 1. **Composition** — The Board of Trustees shall be composed of:

- 1.1 The Immediate Past President, the President, the President-Elect, the Executive Vice President, the four Vice Presidents and the Treasurer.
- 1.2 The President and President-Elect of the Monument Manufacturers and Wholesalers Division as determined by current division policy.
- 1.3 The President and President-Elect of the Suppliers and Bronze Manufacturers Division as determined by current division policy.
- 1.4 One Regular retailer member representative to represent each District as established by these bylaws elected by the Regular members of each District.

Section 2. **Terms of Office** — Trustees shall take office when installed at the Annual Meeting of this Association and shall hold office in accordance with the provisions of the bylaws. Trustees, upon election and installation at the annual meeting, shall immediately enter upon the performance of their duties and shall continue in office for a term of two years and until their successors shall be duly elected. Trustees from even numbered Districts shall be elected in even numbered years; those from odd numbered Districts shall be elected in odd numbered years.

Section 3. **Duties of Board of Trustees** — The management of affairs, property, and interests of the Association shall be vested in the Board of Trustees so elected. The Board of Trustees shall have supervision, control, and direction of the affairs of the association, shall determine its policies or changes therein within the limits of these bylaws, shall actively prosecute the Association's purposes, and shall have discretion in the disbursement of its funds. The Board of Trustees may adopt such rules and regulations for the conduct of its business and shall be deemed advisable and may in the execution of the powers granted, appoint such agents as it may consider necessary. The Board of Trustees may also adopt a statement of policy regarding relationships with other segments of the interment industry.

Section 4. **Meetings** — Except that the Board of Trustees shall have a regular meeting at the time and place of the annual meeting of the Association, the Board shall be called to meet upon the demand of at least 40% of its members, or a majority of the Executive Committee, meeting at such time and place as designated by the President or Executive Vice President. Notice of all meetings of the Board of Trustees shall be sent electronically to each member of the Board or mailed to each member of the Board at his or her last recorded address or appear in an official publication of the Association at least 10 days in advance of such meetings.

Section 5. **Quorum** — A majority of the members of the Board of Trustees then in the office shall constitute a quorum at any meeting of the Board. Any fewer may adjourn from time to time until a quorum is present.

Section 6. **Compensation** — Trustees, as such, shall not receive any compensation for their services as Trustees, but the Board may by resolution authorize reimbursement of expenses incurred during the performance of their duties as a member of the Executive Committee or as otherwise authorized by the Board of Trustees. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of the Association. Nothing herein shall preclude a Trustee from serving the Association in any other capacity and receiving compensation for such services.

Section 7. **Resignation** — Any Trustee may resign at any time by giving written notice to the President or to the Board of Trustees. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President or the Board. Any Trustee who resigns may be replaced by the members of the District that Trustee represents. If the members of the District do not name a replacement within 30 days of the vacancy, the President, after consultation with members of that District, shall appoint a new Trustee to serve the balance of the unexpired term, subject to confirmation by the Executive Committee.

ARTICLE IX

Election Procedures

Section 1. **Nominating Committee** — The President shall appoint a Nominating Committee of which the President and Immediate Past President shall be members. The Nominating Committee and Trustees shall receive a list not later than the specified date published in an official publication of all nominations, and the Trustees' input to the Nominating Committee shall be encouraged. The members of the Nominating Committee shall consult with Trustees and members, and as a result of such investigation and consultation, present nominations for those Officers to be elected. Such nominations shall be published to the membership at least 30 days in advance of the Annual Membership Meeting of the Regular members of the Association. The Committee shall consist of no fewer than six members.

Section 2. **Other Nominations** — Other nominations may be made by a petition signed by not fewer than 20 Regular members. Such petitions must be filed with the President or Executive Vice President at least twenty-four hours before the time established for the start of the Annual Membership Meeting of the Regular members of the Association.

Section 3. **Election** — At the Annual Membership Meeting of Regular members, those persons nominated by both the Nominating Committee and by petition shall be presented in accordance with procedures established by the Executive Committee. Thereafter, a vote by individual office, in the case of contested positions, shall be conducted. Any candidate receiving the largest number of votes in excess of a majority of the votes cast shall be declared elected. If no candidate receives a majority of the votes cast, a runoff shall be conducted by ballot between those two individuals receiving the highest number of votes during the first vote.

ARTICLE X

Districts

There shall be established the following Districts:

District 1 – Alberta, British Columbia, Manitoba, New Brunswick, Newfoundland and Labrador, Nova Scotia, Ontario, Prince Edward Island, Quebec, Saskatchewan (territories: Northwest Territories, Nunavut, Yukon)

District 2 – Connecticut, Massachusetts, Maine, New Hampshire, New York, Rhode Island, Vermont

District 3 – Delaware, District of Columbia, Maryland, New Jersey, Pennsylvania, Virginia

District 4 – Alabama, Florida, Georgia, North Carolina, South Carolina (territories: Puerto Rico, Guam)

District 5 – Michigan, Ohio, Mexico, Countries outside of North America

District 6 – Kentucky, Louisiana, Mississippi, Tennessee, Texas, West Virginia

District 7 – Illinois, Indiana

District 8 – Iowa, Minnesota, North Dakota, Nebraska, South Dakota, Wisconsin

District 9 – Arkansas, Kansas, Missouri, New Mexico, Oklahoma

District 10 – Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, Oregon, Utah, Washington, Wyoming

ARTICLE XI

Committees

Section 1. **Appointment** — The President, subject to the approval of the Board of Trustees or Executive Committee, shall annually appoint such standing or special committees or sub-committees, including the chairman of each, as may be required by these bylaws or as the President may find necessary.

Section 2. **Executive Committee** — The Executive Committee of the Board of Trustees shall consist of the Immediate Past President, President, President-Elect, Executive Vice President, four Vice Presidents, Treasurer, and Presidents of the respective Divisions. The Executive Committee may exercise the powers of the Board of Trustees when the Board is not in session, reporting to the Board at its next meeting any action taken. The Executive Committee shall meet at the call of the President or by the President upon the written request of any three members at such time and place as designated by the President or Executive Vice President.

Section 3. **Finance and Budget Committee** — The Finance and Budget Committee shall be chaired by the Treasurer and shall have at least two additional members who are also Trustees. The Finance and Budget Committee shall work with the Executive Vice President to oversee the financial affairs of the Association, including the annual budget of the Association and such other financial matters as may be requested by the Board of Trustees or Executive Committee.

ARTICLE XII

Indemnification of Officers and Trustees

Section 1. **Power to Indemnify** — The Association shall have the power to indemnify any person who is or was a trustee, officer, employee or agent of the Association or who is or was serving at the request of the Association as a trustee, director, officer, employee, or agent of another association, corporation, partnership, joint venture, trust, or other enterprise to the full extent permitted by law.

Section 2. **Liability Insurance** — The Association may purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee or agent of the Association, or who is or was serving at the request of the Association as a trustee, director, officer, employee or agent of another association, corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability.

ARTICLE XIII

Miscellaneous

Section 1. **Fiscal Year** — The fiscal year of the Association shall be as established by the Board of Trustees.

Section 2. **Use of Funds and Dissolution** — The Association shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of its funds shall inure or be distributed to the members of the Association. On dissolution of the

Association, any funds remaining shall be distributed to one or more regularly organized and qualified professional societies, trade association, charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Trustees.

ARTICLE XIV

Section 1. **Amendments** — The bylaws may be repealed, amended in whole or in part, or new provisions adopted by majority vote of the Regular members present in person, ~~or~~ by proxy, or by electronic vote, at any regular meeting or any special meeting called for that purpose, provided written notice of the nature of the proposal shall have been sent to all Regular members at least thirty days prior to any such meeting or by voting in a referendum conducted in accordance with these bylaws. A bylaws amendment shall be submitted to the Bylaws Committee for review and recommendation regarding its form and substance, and relationship to the other bylaws provisions. The Bylaws Committee shall submit any proposed amendment to the Board of Trustees, or Executive Committee acting while the Board is not in session, for its review and recommendation. Following Board action, the amendment shall be submitted to the membership for its consideration.

Section 2. **Effective Date** — Any action relative to changes in the bylaws shall become effective upon the date adopted or as otherwise provided.