

**NATIONAL CONCRETE BURIAL VAULT ASSOCIATION, INC.
CONSTITUTION**

ARTICLE I

Name

This organization shall be known as "The National Concrete Burial Vault Association, Inc."

ARTICLE II

Objective

The objective of the National Concrete Burial Vault Association, Inc. is to secure cooperative action of concrete burial vault manufacturers or wholesale distributors for the purpose of developing high standards of quality; promote the use of concrete burial vaults by approved advertising and ethical sales methods; encourage fair trade practices among its members; and engage in research and educational activities that will contribute to the growth and improvement of the concrete burial vault industry.

ARTICLE III

Management

The management of this association shall be vested in the Board of Directors, referenced throughout collectively as the Board, and individually as Board Member.

ARTICLE IV

Membership

Members shall be admitted as provided in the Bylaws. The Association shall have the power to exclude, expel or suspend members in such manner as shall be provided in the Bylaws.

ARTICLE V

Bylaws

The Bylaws of the Association shall be taken for its laws subordinate to the laws and Constitution provided for by the Bylaws themselves; and shall prescribe the powers and the functions of the Board of Directors; times and places of meetings, the qualifications of offices and the manner of electing officers; the powers and duties of such officers and shall govern all activities of the Association.

ARTICLE VI

Amendments

Proposed amendments to the Constitution shall be in writing and signed by at least three eligible voting members and presented to the Association membership through the Executive Director at least ten (10) days before the meeting in which they are to be voted upon. A proposed amendment shall be presented on the floor of a membership meeting by one of the amendment sponsors. If two-thirds of votes of all members present and voting at such meetings are in favor of any amendment, it shall be adopted.

NATIONAL CONCRETE BURIAL VAULT ASSOCIATION, INC.
BYLAWS

ARTICLE I
Membership

Section 1. The membership of this Association shall consist of individuals, firms or corporations that are actively engaged as a manufacturer or wholesale distributor of concrete burial vaults and who subscribe to the Code of Ethics of the Association. Each member, whose dues are fully paid, whether such member is an individual, partnership, corporation, or multi-site owner is entitled to only one vote at all such meetings.

Section 2. Associate Members shall consist of individuals, firms, or corporations providing goods and/or services to manufacturers or wholesale distributors of concrete burial vaults and interested in the welfare of the Association. They shall receive all publications and may be invited to exhibit at the annual meeting. Associate members have no voting privileges.

Section 3. Affiliate Members shall consist of Doric Products, Inc., Trigard, Wilbert Funeral Services, Inc., and other license and dealer organizations as may be determined by the Board of Directors. They shall enjoy all rights and privileges of regular members; however, an Affiliate Member cannot hold a position on the executive board.

Section 4. Honorary Members shall consist of individuals who have performed some distinguished service for the Association or of the industry and who are not actively engaged in the vault business. Honorary members shall be recommended by the Board to the Association at an annual meeting and, if approved, shall be honorary members for life and retain all those benefits and rights as an Associate Member.

Section 5. Board Members may review and refuse membership at its discretion with a majority vote of the Board Members.

ARTICLE II
Management

Section 1. The Board of Directors ("Board") shall be composed of no less than nine and no more than eleven members with full voting privileges, elected for a term of two years. These Board Members should be represented by one representative from each of the three Affiliate Members; a President and a Vice President and/or a Treasurer. The remaining seats will be at large. In addition to the members of the Board, the Board may, at its discretion, ask the immediate Past President to continue in a non-voting, advisory capacity, even if this goes beyond the eleven Board limit. The Board may employ an Executive Director or management firm and shall define and supervise those duties.

Section 2. A simple majority of the Board shall constitute a quorum to transact business.

Section 3. The Officers will be elected from and by the Board. Board members are encouraged to hold Officer Positions.

*ARTICLE III
Elections*

Section 1. Elections for open Board positions will be held during the annual meeting. Annual meetings may be in-person or virtual, so long as it is approved by the Board. The elections may be by ballot, if requested by a majority vote of all members present and voting at the meeting. Regular and Affiliate Members shall have the privilege of making nominations.

Section 2. The Officer Positions shall not have more than one representative from each licensing organization (Doric, Trigard, and Wilbert) unless there are no eligible members from a licensing organization. Associate and Honorary Members are not eligible for election to the Board.

Section 3. If a Board Member dies, resigns or misses three (3) consecutive meetings, that Board Member's position may be vacated and the Board shall be authorized to appoint a replacement to serve the unexpired term of the replaced Board Member. The Board has the option to elect temporary Board Members until the following scheduled election.

*ARTICLE IV
Duties*

Section 1. The Board is responsible for the management and welfare of the Association. The Board shall periodically review the implementation of its policies and programs. On a yearly basis, the job performance of the paid staff will be reviewed through personal meetings, correspondence (including periodic reports) and/or conference calls.

Section 2. The President shall preside over all meetings of the Board and of the Association and shall carry into execution all resolutions of the Association and of the Board. The President shall perform such other duties as usually pertain to the office of President. The President shall regularly schedule board meetings and have the privilege of polling the Board by mail, email, or group conference call when a vote is required between meetings of the Board. Board meetings may be held in person or virtual.

Section 3. The Vice-President shall take over the duties of the President when necessary, update board members on Association membership, give notice of all business meetings, record minutes at all meetings of the Board and at all meetings/calls of the Association, and perform other duties as designated by the Board. If both the President and the Vice-President are absent, a President pro tem will be elected by the Board.

Section 4. The Treasurer is in charge of the management of finances of the Association. The Treasurer initiates preparation of quarterly and annual reports for the Board and the membership, approves invoices for payment, has the records reviewed annually by a CPA, and performs such other duties as designated by the Board.

Section 5. The Executive Director, or management organization, shall be chosen by the Board and shall perform such duties and directives as assigned by the Board or President.

*ARTICLE V
Committees*

Section 1. The President shall appoint a Nominating Committee and other special committees on an ad hoc basis with such committees being documented and updated no less than annually.

Section 2. At least thirty days before each annual meeting, the Nominating Committee or members of the Board shall submit to the Board a slate of nominations to fill occurring vacancies; one nominee for each vacancy. This slate of nominations shall be announced to the Association members at least ten days before the annual meeting.

*ARTICLE VI
Meetings*

Section 1. The places of annual meetings shall be decided by the majority vote of the Board. The Board may vote to decide the places at which the meeting will be held. The Board shall decide the dates of annual meetings and shall have the authority to call such special meetings as they may deem necessary.

Section 2. Ten (10) percent of all members shall constitute a quorum at all Annual and special meetings; provided however, that a notice of such meetings shall be mailed or emailed to all Association members at least two weeks before the date of such meetings and the purpose of special meetings stated in written notice.

Section 3. Board meetings are organized at the discretion of the President or on written request to the President by six Board Members.

Section 4. Order of Business at annual meeting: (1) Roll Call; (2) Reading of minutes of previous meeting; (3) Reports of Officers and Committees; (4) Elections for open positions (5) Unfinished business; (6) New business; (7) Induction into office of newly elected officers and Board Members; (8) Adjournment.

Section 5. The order of business shall be followed as far as practicable at the business portion of the annual meeting, but at any meeting, it may be suspended by two-thirds vote of the members present and voting.

Section 6. "Robert's Rules of Order, Revised" shall govern the proceedings of all business meetings.

*ARTICLE VII
Dues*

Section 1. The fiscal year of the Association shall begin on the first day of January, and invoices are due upon receipt. Annual invoices will be generated no later than December or January.

Section 2. The annual dues of members will be reviewed from time-to time by the Board.

Section 3. The Board shall be authorized to levy special or emergency assessments for legislative and/or legal expenses, contingent upon the prior approval of such expenses by the Board.

*ARTICLE VIII
Discipline*

Section 1. Any member being three (3) months in arrears in the payment of dues or fees or charges in excess of the dues for NCBVA programs, materials, etc., which are specifically requested by the member and billed to such member shall automatically stand suspended and shall be so notified in writing by the Vice-President. Such member, upon payment of arrears within thirty (30) days, may be reinstated by the Board.

Section 2. Any member may be expelled for cause by three-fourths vote of all members of the Association present and voting as expressed by secret ballot and on charges preferred by the Board, provided the member against whom the charges are preferred has been given a one month's notice by registered letter and an opportunity to appear at a general meeting to contest such charges.

*ARTICLE IX
Amendments*

These Bylaws may be amended by a vote of two-thirds of the voting members present and voting at any meeting of the Association, provided that such proposed amendments shall be announced to the membership by the Association at least ten (10) days before the meetings in which they are to be voted upon. Only when directed by the Board may the Vice-President submit proposed amendments to the membership at the expense of the Association. Proposers of amendments may submit proposed amendments to the membership at their own expense. A proposed amendment shall be presented on the floor of a membership meeting by one of its sponsors.

Last Revision:

November 14, 2022, 5:23pm ET by Lisa Anderson, NCBVA Executive Director

November 30, 2022, 2:00pm ET – approved by membership during virtual annual meeting