

BY-LAWS OF FUNERAL CONSUMERS ALLIANCE – LOS ANGELES

(Adopted November 2020)

ARTICLE I

Purpose

Section 1. The purpose of this Alliance is to achieve dignity and simplicity in arrangements for death services for members and their families.

Section 2. The Alliance assumes no legal or financial responsibility for the services of any funeral director, crematory or cemetery, or for the final disposition of bodily remains.

ARTICLE II

Members

Section 1. Affiliation. Any person who approves and subscribes to the purposes and procedures of this Alliance may become a member of the Alliance upon application in writing upon a form prescribed by the Board of Directors accompanied by the membership fee to be determined by the Board of Directors; provided, however, that no membership fee shall be required of any person qualified as an indigent.

The Board of Directors shall have the power to permit group memberships upon such terms and conditions as it deems to be in the best interests of the Alliance.

Section 2. Removal. Members may be removed from the membership roll for conduct inimical to the stated purposes and objectives of the organization by vote of a majority of members present at any meeting of members duly called and noticed; provided that pursuant to action by the Board of Directors notice in writing, stating that such removal will be voted upon at such meeting and also stating the time and place of such meeting, shall be mailed to such member addressed to him at his address as shown in the records of the Alliance by registered mail at least ten days before such meeting. Notice in writing of the removal of any member from the membership roll shall be mailed to any person so removed within ten days after the meeting at which such removal is voted. Such notice shall state that such removed member shall be entitled to the return of the sum of \$8 (or \$3 for individual members) from his membership fee upon request in writing therefor received by the Alliance within thirty days after the date of said notice of removal. If such request be not so made within such time, said removed member shall have no further right to the return of any part of the membership fee.

Section 3. Resignation. Any member may remove himself from the membership roll of the Alliance by delivering to the Alliance his written resignation. No resigned member shall be entitled to the return of any part of his membership fee.

Section 4. Rights & Privileges. Family membership entitles such members to all services performed by the Alliance. A family is defined as a married couple, their minor children and their own parents and grandparents, if living in the area served by the Alliance.

ARTICLE III

Meetings of Members

Section 1. Annual Meeting. The annual meeting of the Alliance shall be held each year at a time and place to be designated by the Board of Directors.

Section 2. Special Meetings. Special meetings of members may be called by the Board of Directors. Upon the filing with the Secretary of a petition signed by at least 50 members, a special meeting shall be called. The request shall state the purpose of the meeting.

Section 3. Notices. Notice of time and place of all meetings of members shall be posted on the organization's website, as well as sent to all members via email or SMS text message to their electronic addresses of record, or via written letter to their postal addresses as shown in the records of the Alliance, not more than 60 days nor less than 30 days before the time specified for such meetings. Such notice shall state all items of business to be acted on at such meeting.

Section 4. Quorum. The voting members present at any meeting duly called and noticed shall constitute a quorum.

Section 5. Voting. Each member shall be entitled to only one vote; provided that when spouses hold a membership jointly, either spouse (but only one of them) may vote upon any question, resolution, or candidates. There shall be no voting by proxy.

Section 6. Conduct of Meetings. Subject to the provisions of these by-laws, any question as to procedure arising at any meeting of members shall be resolved in accordance with Robert's Rules of Order.

ARTICLE IV

Directors

Section 1. Number. The corporate powers, business, and affairs of the Alliance shall be exercised, conducted, and controlled by a Board of five to nine Directors and two alternates (who will vote only in the absence of regular Directors at Board meetings). The number of Directors may be changed by the members to any number (not less than five) at any meeting the notice of which shall state that such change will be considered.

Section 2. Nominations. Prior to each annual meeting the Board of Directors shall appoint a nominating committee to prepare a slate of candidates for the directorships to be voted upon at the meeting. Additional nominations of Directors may be made by members of the Alliance. Such nominations must be in writing, either in print or by electronic message, and filed with the Secretary of the Alliance, at least 15 days prior to the annual meeting. The letter of nomination shall bear the endorsement of the candidate. Instructions regarding procedures for nominations shall be included in each annual meeting notice.

Section 3. Election. At the annual meeting in 2020 the members shall elect five Directors. The four Directors receiving the highest plurality shall serve for a term of two years. The other

Director shall serve for a term of one year. At the annual meeting in each even year thereafter the members shall elect three directors for a two-year term. At each annual meeting the members shall also elect Directors to fill the unexpired terms of any Directors who have resigned, died, or been removed from office. When terms of different duration are to be filled, the candidate receiving the higher plurality shall be elected for the longer term and the candidate or candidates receiving the next highest plurality shall be elected for the shorter term. Two alternates shall be elected annually for one-year terms.

Section 4. Vacancies. Any vacancy occurring in the office of Director by reason of death, resignation, or otherwise, except vacancies caused by the removal of the Board of Directors pursuant to Section 810 of the Corporations Code of the State of California, shall be filled by an appointee of the majority of the remaining Directors, though less than a quorum. Such Director, so appointed, shall hold office until his successor is elected at the next annual meeting of the members, or at any special meeting duly called for that purpose prior to the annual meeting.

When one or more of the Directors shall give notice of his or their resignation to the Board, effective at a future date, the Board shall have the power to fill such vacancy or vacancies to take effect when such resignation or resignations shall become effective. Each Director so appointed shall hold office during the remainder of the term of office of the resigning Director, or until his successor is appointed and qualified.

Section 5. Meetings. Immediately after the election of Directors at the annual meeting of members, the Directors shall meet for the purpose of organization, the election of Officers, and the transaction of other business. Special meetings of the Directors may be called at any time for any purpose by any Director. Notice of all meetings shall be given in writing at least three days before such meeting, via email or SMS text message to their electronic addresses of record, or by depositing the notice, postage prepaid, in any United States Post Office in the State of California, addressed to each Director at his address as shown in the records of the corporation.

Section 6. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though conducted at a meeting duly held after regular call and notice if a quorum be present, and, if, either before or after the meeting, each of the Directors not present signs a written waiver of notice, or a consent to holding such meetings, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made part of the minutes of the meeting.

Section 7. Quorum. At all meetings of the Directors a majority of the Directors shall constitute a quorum. The concurrence of a majority of a quorum shall be necessary and sufficient for any action of the Directors. Meetings may be adjourned from time to time regardless of whether a quorum be present.

ARTICLE V

Officers

Section 1. Election. The executive officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. Such officers shall be elected annually by the Board of Directors and shall serve until their successors are elected and qualified. In the event of a

vacancy in any such office, the Board of Directors shall elect a successor who shall hold office for the unexpired term and until his successor is elected.

Section 2. Powers. Subject to the control of the Board of Directors, the officers shall exercise all of the power and authority normally delegated to their respective offices.

ARTICLE VI

Amendments

Section 1. The by-laws of this Alliance may be amended by the vote or written assent of a majority of the members entitled to vote or by a majority of members present at any meeting of the members, provided that a copy of the proposed amendment shall have been included with the notice of such meeting sent to all members at least 30 days before the date of such meeting as provided in Article III, Section 3 of these by-laws.