

BYLAWS
OF
ARIZONA FUNERAL, CEMETERY &
CREMATION ASSOCIATION
AN ARIZONA NONPROFIT CORPORATION

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**BYLAWS
OF
ARIZONA FUNERAL, CEMETERY & CREMATION ASSOCIATION
AN ARIZONA NONPROFIT CORPORATION**

EFFECTIVE APRIL 8, 2010

**ARTICLE I
Offices**

Section 1. Organization. ARIZONA FUNERAL, CEMETERY & CREMATION ASSOCIATION (the “Association”) is a nonprofit corporation organized under the laws of the State of Arizona.

Section 2. Offices. The Association may maintain a principal office and other offices, either within or without the State of Arizona, as determined by the Board of Directors or as the business of the Association may require from time to time where all business of the Association may be transacted.

Section 3. Known Place of Business. The known place of business of the Association, as required by Section 10-3501 of the Arizona Revised Statutes (“A.R.S.”) to be maintained in the State of Arizona, may, but need not, be identical with the office of its statutory agent in the State of Arizona. The address of the known place of business may be changed from time to time by the Board of Directors in accordance with A.R.S. § 10-3502.

**ARTICLE II
Purpose**

The purpose of the Association is to provide opportunities for the interchange of ideas, experiences and mentoring among member firms and the employees so as to provide a forum for education and training of those involved in all phases of the funeral, cemetery and cremation industry. The Association promotes leadership in a setting conducive to maintaining high ethical and moral standards. The Association collects information about the industry to provide information for the future research and analysis of trends as well as informing the public concerning all aspects of the industry. The Association promotes consumer awareness and encourages prearrangement plans in keeping with sound business practices and the welfare of the families we serve. The Association leadership will represent its membership before government entities of all types and provide information necessary for that representation.

ARTICLE III
Members

Section 1. Classes of Membership. The Association shall have the following classes of membership:

(a) Voting Members.

(i) Firm Membership. A “**Firm Member**” shall be the only membership classification that is entitled to vote as a voting member (a “**Voting Member**”). A Firm Membership may be held by a sole proprietorship, partnership, corporation, limited liability company, limited liability partnership or any other business entity (a “**Person**”) that lawfully operates, one or more of the following in the State of Arizona: (i) a funeral home, (ii) a cemetery, or (iii) a crematory (collectively, a “**Qualifying Business**”). Each Firm Membership shall include the Firm Member’s primary business location and all of its affiliate locations. All individuals who have an ownership interest in, and/or are employees of, a Firm Member (individually, an “**Owner/Employee**”) shall have the right to attend meetings of the Members. Each Firm Member in all categories except Large Corporations shall have one (1) vote and shall designate in writing one (1) Owner/Employee to vote on behalf of the Firm Member. Each Large Corporation members shall have three a limit of (3) votes.

(b) Nonvoting Members.

(i) Individual Membership. An “**Individual Member**” is a nonvoting member and may not serve as a Director or Officer of the Association. An Individual Membership may be held by an individual who:

(A) does not have an ownership interest in a Firm Member or Qualifying Business, and

(B) either:

(1) holds one or more of the following validly-issued licenses under the laws of the State of Arizona: Pre-Need Sales, Cemetery Sales Professional, Funeral Director, Cemeterian, Cremationist, Embalmer, Intern, Embalmer’s Assistant, or any other license issued by the State of Arizona that relates to a Qualifying Business (a “**Qualifying License**”), and whose Qualifying License is current and in good standing, or

(2) is employed by a Qualifying Business that is exempted from licensing by the State of Arizona, and but for the fact that the individual’s employer is exempted from licensing, would be required to have a Qualifying License.

An Individual Member may be a member whether or not the Individual Member’s employer is a member.

(ii) Student Membership. A “**Student Member**” is a nonvoting member and may not serve as a Director or Officer of the Association. A Student Membership may be held by either (i) a student currently enrolled in an accredited school of mortuary science, or (ii) a certified funeral director/embalmer trainee during his or her one-year training period in the State of Arizona.

(iii) Non-Resident Membership. A “**Non-Resident Member**” is a nonvoting member and may not serve as a Director or Officer of the Association. A Non-Resident Membership may be held by an individual employed by a Person that lawfully operates a Qualifying Business in a state other than Arizona.

(iv) Honorary Membership. An “**Honorary Member**” is a nonvoting member and may not serve as a Director or Officer of the Association. An Honorary Membership may be bestowed by the Board of Directors upon an individual or a Person lawfully engaged in a Qualifying Business in Arizona.

(v) Supplier Membership. A “**Supplier Member**” is a nonvoting member and may not serve as a Director or Officer of the Association. A Supplier Membership may be granted by the Board of Directors to a Person (other than an individual) who provides services or supplies to Qualifying Businesses and who has contributed to the welfare of funeral service in Arizona. Each Supplier Member shall designate in writing one (1) representative to attend meetings on behalf of the Supplier Member; provided, however, that the representative appointed shall be subject to the approval of the Board of Directors.

Section 2. Application. The application for membership shall be in writing, in a form approved by the Board of Directors, signed by the applicant, and accompanied by the appropriate dues. Applications for membership require the approval of the Board of Directors.

Section 3. Membership Dues, Resignation, Expulsion and Privileges.

(a) Annual Dues. The annual dues for each class of membership shall be in such an amount as the Board of Directors may from time to time determine. The fiscal year of the Association is from July 1 to June 30. The fiscal dues year of the Association is the calendar year.

(b) Payment of Dues. Annual dues shall be due and payable on or before the first day of January each year. Members whose dues are not paid by March 31 will be placed on inactive status. Any member on inactive status shall not be in good standing, cannot vote or hold office (if such member would otherwise be permitted to vote or hold office), and shall not be permitted to attend, as a member, any seminar or sponsored event of the Association until such dues are paid.

(c) Membership Not Transferable. Membership in the Association is not transferable or assignable, voluntarily or by operation of law. Any purported or attempted transfer, assignment or encumbrance shall be void and of no effect.

(d) Forfeit of Membership. A member will forfeit his, her or its membership if the member fails to meet the requirements of the applicable membership classification. For

example, an Individual Member will forfeit his or her membership if his/her Qualifying License is not in good standing with the applicable Arizona licensing authority.

Section 4. Membership Meetings.

(a) Annual Meetings. An annual meeting of the members shall be held at least annually at such times and places as the Board of Directors may determine.

(b) Notice of Meetings. A notice of any annual or special meeting of the Membership stating the place, date and time for such meeting, shall be delivered at least ten (10) days, and not more than sixty (60) days, prior to the meeting to each member by written notice delivered personally, by mail or by any other commercially acceptable means of business communication including, but not limited to, overnight mail, electronic mail or facsimile, at the member's address appearing on the Association's current list of members. Such notices shall be given by the Secretary at the direction of the officer or persons calling the meeting.

(c) Special Meetings. Special meetings of members may be called by the Board of Directors or upon petition of a majority of the Voting Members. Such meetings shall be held at such time and place as the Board of Directors shall determine; provided, however, that such meeting must take place within sixty (60) days after the Association's receipt of a valid petition by a majority of the Voting Directors.

(d) Quorum. A quorum for the meeting of the membership shall consist of twenty-five percent (25%) of the Voting Members present in person or by proxy at any annual or special meeting.

(e) Member Voting.

(i) Person Entitled to Vote. Each Firm Member shall have one (1) vote, which shall be cast by the person designated by the Firm Member in the records of the Association.

(ii) Voting. Each Voting Member shall be entitled to vote on the election of Directors. Except for (a) the election of Directors, and (b) such other voting rights reserved to the members pursuant to the Association's Articles of Incorporation or Bylaws, no member shall have the right to vote on any matters relating to the Association, and the business and affairs of the Association shall be managed and controlled solely by the Board of Directors.

(iii) Proxy. At all meetings of members, a Voting Member may vote by proxy executed in writing by the member or by the member's duly authorized attorney-in-fact. Such proxy shall be filed with the Association's Secretary before or at the time of the meeting. Proxies may be given for one (1) meeting only, and shall be revocable to the extent permitted by law at the pleasure of the Voting Member executing the same. No person will be allowed to cast more than one (1) proxy. No proxy shall be valid after three (3) months from the date of its execution.

ARTICLE IV
Directors

Section 1. Powers of Directors. The powers of the Association shall be exercised, and the business and affairs of the Association shall be managed by its Board of Directors. The Board of Directors shall also serve as the governing body of the Association, with all of the rights and obligations associated with such status under Arizona law.

Section 2. Number. The Board of Directors shall always consist of at least seven (7) but no more than eleven (11) voting directors (“**Voting Directors**”). The Voting Directors shall be divided into three (3) groups of approximately equal size. Subject to the foregoing limitations, the number of Voting Directors may be altered from time to time by a duly adopted resolution of the Board of Directors, provided that no decrease shall have the effect of shortening the term of any incumbent Voting Director. The President may also appoint up to two (2) honorary nonvoting Directors who are Supplier Members, and one (1) nonvoting honorary Director who is affiliated with a Mortuary Science program. Nonvoting Directors shall be appointed for a term of one (1) year. The President shall have the power to remove a nonvoting Director, with or without cause, at any time.

(a) Initially, the Voting Directors shall consist of the following:

(i) Five (5) Directors, each of whom is an Owner/Employee of a Firm Member whose Qualifying Business is a funeral home (“**Funeral Home Representative**”);

(ii) Five (5) Directors, each of whom is an Owner/Employee of a Firm Member whose Qualifying Business is a cemetery (“**Cemetery Representative**”); and

(iii) One (1) Director, who is an Owner/Employee of a Firm Member whose Qualifying Business is a crematory (“**Crematory Representative**”).

(b) In the event there is a change in the number of Voting Directors, the ratio between Funeral Home Representatives, Cemetery Representatives, and Crematory Representatives shall, to the extent possible, be maintained as follows:

(i) The number of Funeral Home Representatives and Cemetery Representatives shall be equal; and

(ii) The number of Crematory Representatives shall be the largest number that does not exceed twenty percent (20%) of the total number of Voting Directors.

Section 3. Election of Directors. The Board of Directors as provided in the Articles of Incorporation shall elect the first Board of Directors at the organizational meeting. Thereafter, the Voting Members at its annual meeting shall elect Voting Directors whose terms are due to expire, and each Director elected shall hold office for the term for which he or she is elected or until his successor is elected or until his or her earlier death, resignation, or removal. Each Large Corporation Member shall have three (3) votes, and each other Voting Member shall have one (1) vote for each directorship to be elected. The nominee receiving the highest number of votes in the election for each directorship shall be elected to the Board.

Section 4. Qualifications of Directors. Any individual, whether or not a resident of the State of Arizona, is qualified to serve on the Board of Directors if duly elected in accordance with these Bylaws; provided, however, that (a) a Voting Director must be an Owner/Employee of a Firm Member, and (b) no more than two (2) Voting Directors may be an Owner/Employee of the same Firm Member.

Section 5. Term of Office. The term of office of each Voting Director shall be three (3) years. At each annual meeting, a number of Voting Directors equal to the number whose term then expires shall be elected for terms of three (3) years, in staggered terms. There shall be no limit to the number of terms a Director may serve.

(a) First Annual Meeting. At the first annual meeting of the members, the Voting Members shall elect:

(i) Five (5) Directors who are Funeral Home Representatives, of which two (2) shall be elected for a three (3) year term, two (2) shall be elected for a two (2) year term, and one (1) shall be elected for a one (1) year term;

(ii) Five (5) Directors who are Cemetery Representatives, of which one (1) shall be elected for a three (3) year term, two (2) shall be elected for a two (2) year term, and two (2) shall be elected for a one (1) year term; and

(iii) One (1) Director who is a Cremation Representative, who shall be elected for a three (3) year term.

Section 6. Resignation. Any Director of the Association may resign at any time, by giving written notice thereof delivered personally, by mail or by any other commercially acceptable means of business communication including, but not limited to, overnight mail, electronic mail or facsimile, to the Secretary or the Board of Directors. Such resignation shall take effect when the notice is delivered unless the notice specifies a later effective date or event and, unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make it effective. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

Section 7. Removal. A Director may be removed, with or without cause, at a meeting called expressly for that purpose, by a vote of two-thirds (2/3) of the Voting Directors whenever in its judgment the best interests of the Association will be served thereby, or by a majority vote of the Board of Directors if the Director shall miss three (3) meetings or two (2) consecutive meetings during any twelve-month period without being excused as provide herein. The President may excuse an absence of a Director for actual illness or disability, or bereavement as a result of the death of a member of the Director's family. The notice of the meeting to remove a Director must state that the purpose of the meeting, or one of the purposes of the meeting, is removal of a Director, and must be given not less than ten (10) days prior to the meeting.

(a) A Director shall be removed if the Director ceases to be an Owner/Employee of a Firm Member, effective as of the date the Director ceased to be an Owner/Employee of a Firm Member.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors by reason of death, resignation, or removal, or any Directorship to be filled by reason of an increase in the number of Voting Directors, shall be filled by the affirmative vote of the majority of the remaining Voting Directors, although less than a quorum, or by a sole remaining Voting Director, at a special, regular, or annual meeting. A Voting Director elected to fill a vacancy occurring in the Board of Directors shall (a) qualify under the same classification as the former Director (*e.g.*, if the former Director was a Cemetery Representative, the new Director must also be a Cemetery Representative), and (b) hold office for the remainder of the former Director's unexpired term. A vacancy that will occur at a specific later date by reason of a resignation effective at a later date may be filled before the vacancy occurs, but the new Director may not take office until the vacancy occurs.

Section 9. Quorum. One-third (1/3) of the number of Voting Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such number is present at a meeting, the majority of the Voting Directors present may adjourn the meeting from time to time without further notice. If a quorum is present when a meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned, notwithstanding the departure of one (1) or more Voting Directors.

Section 10. Manner of Acting. At any meeting at which a quorum was present when the meeting was convened, the act of the majority of the Voting Directors present when a vote is taken shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or as otherwise provided in these Bylaws.

Section 11. Annual and Special Meetings. Meetings of the Board of Directors, annual or special, shall be held at such time, on such day, and at such place as the President or a majority of the Voting Directors shall designate, and may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, their participation in such a meeting to constitute presence in person.

Section 12. Notice. Notice of any special meeting shall be delivered at least two (2) days previous thereto by written notice delivered personally, by mail or by any other commercially acceptable means of business communication including, but not limited to, overnight mail, electronic mail or facsimile, to each Director at his or her address. If mailed, such notice shall be deemed to be delivered five (5) days after deposit in the United States mail, so addressed, by certified delivery with postage prepaid.

Neither the business to be transacted at, nor the purpose of, any annual or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless otherwise required by the Articles of Incorporation or these Bylaws.

Section 13. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if all Voting Directors consent thereto in writing specifically setting forth such action taken. Such consent shall have the same effect as a unanimous vote.

Section 14. Compensation and Expenses. Directors shall serve as such without compensation. Expenses incurred in connection with the performance of their official duties may

be reimbursed to Directors upon approval of the Board of Directors. A Director shall not be precluded from serving the Association in any other capacity nor from receiving compensation for such services.

Section 15. Presumption of Assent. A Director of the Association who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action unless he or she objects at the start of the meeting or promptly on the Director's arrival to holding the meeting or transacting business thereat; his or her dissent or abstention from the action taken is entered in the minutes of the meeting; or unless he or she delivers written notice of his or her dissent or abstention to the presiding officer of the meeting before its adjournment or to the Association before 5:00 p.m. on the next business day after the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 16. Standard of Conduct. A Director shall discharge his or her duties as a member of the Board of Directors, including but not limited to the duties of such member as a member of a committee, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Director reasonably believes to be in the best interests of the Association. In discharging his/her duties, a Director is entitled to rely on information, opinions, reports, or statements, including financial statements and other data, if prepared or presented by any of the following: (a) one or more officers or employees of the Association whom the Director reasonably believes are reliable and competent in the matters presented; (b) legal counsel, public accountants, or other person as to matters the Director reasonably believes are within the person's professional or expert competence; and (c) a committee of or appointed by the Board of Directors of which the Director is not a member if the Director reasonably believes the committee merits confidence. A Director is not acting in good faith if the Director has knowledge that makes reliance on any of the above unwarranted. The creation or delegation of a committee of the Board of Directors does not alone constitute compliance with a Director's standard of conduct.

ARTICLE V

Councils and Committees

Section 1. Councils. The Association shall have three (3) standing Councils: (i) the Funeral Home Council, (ii) the Cemetery Council, and (iii) the Cremation Council. The Directors shall serve on their respective Council (*e.g.*, the Directors who are Funeral Home Representatives shall serve on the Funeral Home Council). Each Council will elect one (1) Director from the Council to serve as the chair of the Council.

(a) All members of Councils must be members of the Association. Each Council will represent its respective area of service and report issues, suggestions and concerns to the Board of Directors. Each Council shall also have the responsibility of recruiting non-Director members to serve on its Council, and to recommend to the Nominating Committee qualified individuals to be considered to serve as future Directors of the Association.

Section 2. Committees. The Board of Directors, by resolutions adopted by a majority of the full Board, may appoint such committee or committees as it shall deem advisable and with such rights, powers, and authority as it shall prescribe except as otherwise provided by law. Each such

committee shall consist of one or more Voting Directors, who shall be approved by a majority of the Voting Directors in office when the action is taken. The Board of Directors may designate one or more alternate members of any committee who may replace any absent member at any meeting of the committee.

(a) Tenure. Each member of a committee shall continue as a member thereof until the expiration of his or her term as a Director or his or her earlier resignation or death, unless sooner removed as a member or as a Director.

(b) Committee Changes. The Board of Directors, with or without cause, may dissolve any committee or remove any member thereof at any time. The Board of Directors shall also have the power to fill vacancies in any committee.

(c) Meetings and Actions. All of the provisions of these Bylaws governing meetings and notice, waiver, quorum and voting requirements of the Board of Directors also apply to committees and their members.

(d) Limitations on Committee Authority. Each committee of the Board of Directors may exercise the authority of the Board of Directors to the extent specified by the Board of Directors, provided that a committee shall not take any of the following actions: (i) authorize distributions; (ii) fill vacancies on the Board of Directors or on any of its committees; (iii) adopt, amend, or repeal Bylaws; and (iv) fix the compensation of Directors for serving on the Board of Directors or any committee thereof.

Section 3. Nominating Committee.

(a) The Nominating Committee shall consist of the following five (5) individuals: the Vice President, one (1) Voting Director from each of the Councils, who is selected by such Council, and one (1) former member of the Board of Directors, who is selected by the Board of Directors.

(b) The duties of the Nominating Committee will be to keep records of the terms of all Directors and Officers, and prepare a slate and/or individual name(s) for the consideration of the Board of Directors, at appropriate times.

(c) Prior to the annual election of Voting Directors, the Nomination Committee shall present a slate of nominees at least equal to the number of vacancies to the Board of Directors. That slate will be delivered to the Board of Directors at least thirty (30) days before the meeting at which the slate is to be considered. The slate, with such changes as may be determined by the Board of Directors, shall be approved by the Board of Directors and presented to the members.

ARTICLE VI

Officers

Section 1. Number. The officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers, assistant officers and agents as may be deemed

necessary by the Board of Directors. No two offices may be held at the same time by the same person.

Section 2. Election and Term of Office. The officers of the Association shall be elected annually by a vote of the Board of Directors at the annual meeting of the Board of Directors. An officer must be a Voting Director. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified, or until his or her earlier death, resignation, or removal. With the exception of the President, who may be elected to serve a second term, no officer may succeed himself or herself in the same office, unless the officer's initial term was to complete the unexpired term of a former officer.

Section 3. Resignation. An officer may resign at any time by delivering notice to the Secretary or the Board of Directors. A resignation is effective when the notice is delivered unless the notice specifies a later effective date or event. If a resignation is made effective at a later date or event and the Association accepts the later effective date, its Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

Section 4. Removal. Any officer or agent may be removed, with or without cause, by a two-thirds (2/3) vote of the Board of Directors whenever in its judgment the best interests of the Association will be served thereby, or by a majority vote of the Board of Directors if the officer or agent shall miss three (3) meetings or two (2) consecutive meetings during any twelve (12) month period without being excused as provide herein. The President may excuse an absence of an officer or agent for actual illness or disability, or bereavement as a result of the death of a member of the officer's or agent's family. Any removal of an officer or agent shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, creation of a new office, or any other reason, may be filled by a vote of the Board of Directors for the unexpired portion of the term.

Section 6. President. The President shall be the chief executive officer of the Association and, subject to the direction of the Board of Directors, shall have general charge of the business, affairs, and property of the Association and general supervision over its other officers and agents. The President shall chair all meetings of the Board of Directors and shall perform all duties incident to the office of President and shall see that all orders and resolutions of the Board of Directors are carried into effect.

Unless otherwise prescribed by the Board of Directors, the President shall have full power and authority to attend, act, and vote on behalf of the Association at any meeting of the security holders of other corporations in which the Association may hold securities. At any such meeting, the President shall possess and may exercise any and all rights and powers incident to the ownership of such securities that the Association might have possessed and exercised if it had been present. The President shall further possess the power to endorse such securities for transfer on behalf of the Association by signing the name of the Association in his or her capacity as President. The Board of Directors may from time to time confer like powers upon any other person or persons.

Section 7. Vice President. The Board of Directors may elect one or more Vice Presidents. In the absence of the President or in the event of his or her death, inability, or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties and exercise the powers of the President and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. Any Vice President shall have such powers and perform such duties as, from time to time, may be assigned to him or her by the President or the Board of Directors.

Section 8. Secretary. The Secretary shall (a) keep the minutes of all meetings and proceedings of the Board of Directors, (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, (c) have charge of all the corporate books and records except for such financial books and records as are the responsibility of the Treasurer, (d) have charge of the seal of the Association, if any, and see that such seal is affixed to all documents the execution of which on behalf of the Association under its seal is duly authorized, and (e) in general perform all of the duties as, from time to time, may be assigned to him or her by the President or Board of Directors.

Section 9. Treasurer. The Treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the Association, and all financial books, records and accounts of the Association, (b) receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected by the Board of Directors, and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such form and with such surety or sureties as the Board of Directors shall determine.

Section 10. Additional Officers. Other officers, assistant officers, or agents elected or appointed by the Board of Directors shall perform such duties as shall be assigned to them by the President or the Board of Directors.

Section 11. Compensation and Expenses. Officers shall serve as such without salary. Expenses incurred in connection with performance of their official duties may be reimbursed to officers upon approval by the Board of Directors. An officer shall not be precluded from serving the Association in any other capacity nor from receiving compensation for services rendered in such other capacity.

Section 12. Standard of Conduct. If an officer has discretionary authority with respect to any duties, the officer shall discharge such duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the officer reasonably believes to be in the best interests of the Association. In discharging his/her duties, an officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other data, if prepared or presented by either of the following: (a) one or more officers or employees of the Association whom the officer reasonably believes are reliable and competent in the matters presented; and (b) legal counsel, public accountants, or other person as to

matters the officer reasonably believes are within the person's professional or expert competence. An officer is not acting in good faith if the officer has knowledge that makes reliance on any of the above unwarranted.

ARTICLE VII
Contracts, Loans, Checks and Deposits

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances; provided, however, no loans shall be made by the Association to its Directors or officers.

Section 3. Checks and Other Instruments. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Association not otherwise employed shall be deposited to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VIII
Corporate Seal

The Board of Directors may, but need not, provide a corporate seal which, in such event, shall be circular in form, shall have inscribed thereon the name of the Association, the year of its incorporation, and the state of incorporation. The seal shall be in the custody of the Secretary.

ARTICLE IX
Waiver of Notice

Whenever any notice is required to be given to any Director of the Association, a waiver thereof in writing signed by such Director, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except when the Director attends such meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE X
Amendment of Bylaws

Amendments to, or a repeal of, the Bylaws shall be approved by a vote of (a) a majority of the full Board of Directors, and (b) a majority vote of each of the three (3) Councils.

ARTICLE XI
Nonprofit Operation

The Association will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Association will be distributed to its Directors or officers without full consideration. The Association may contract in due course with its Directors and officers without violating this provision.

ARTICLE XII
Affiliated Transactions and Interested Directors

Section 1. Affiliated Transactions. No contract or other transaction between the Association and Interested Persons (as hereinafter defined), including the sale, lease or exchange of property to or from Interested Persons, the lending or borrowing of monies to or from Interested Persons by the Association or the payment of compensation by the Association for services provided by Interested Persons, shall be void or voidable because of the relationship or interest between the Association and the Interested Persons or because any Interested Person is present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such transaction or because his, her or their votes are counted for such purpose if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of any Interested Person(s); or

(b) The contract or transaction is fair and reasonable to the Association at the time the contract or transaction is authorized, approved or ratified in the light of circumstances known to those entitled to vote thereon at that time.

As used herein, the term "Interested Persons" shall mean any Director or officer of the Association, or any corporation, firm, association or other entity in which one or more of the Association's Directors or officers are Directors, officers or members or are financially interested.

Any person seeking to establish that a contract or transaction described herein is void or voidable for any reason set forth herein shall first prove, by a preponderance of the evidence, that the provisions of subparagraphs (a) and (b) of Section 1 are not applicable.

Section 2. Determining Quorum. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves or ratifies the contract or transaction.

Section 3. Loans to Directors and Officers. Notwithstanding anything herein to the contrary, the Association shall not lend money to or use its credit to assist its Directors, whether or not employees, or officers. Any Director or officer who assents to or participates in the making of any such loan shall be liable to the Association for the amount of such loan until the repayment of the loan.

CERTIFICATE

I, _____, the duly elected, qualified and acting Secretary of ARIZONA FUNERAL, CEMETERY & CREMATION ASSOCIATION, an Arizona nonprofit corporation, do hereby certify that the above and foregoing are the Bylaws of the Association duly and regularly adopted by the Directors thereof effective _____, 2009.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of _____, 2009.

_____, Secretary