



New Jersey Funeral
Service Education
Corporation

P.O. Box L
Manasquan NJ 08736-0642

BY-LAWS OF THE NEW JERSEY FUNERAL SERVICE EDUCATION CORPORATION

ADOPTED ON: FEBRUARY 23, 1988

The By-Laws of New Jersey Funeral Service Education Corporation, a nonprofit corporation organized under N.J.S.A. 15A:1-1 et seq.

ARTICLE I - OFFICES

The principal office of the corporation in the State of New Jersey shall be located at the Valley Park Professional Center, Post Office Box L, Manasquan, Monmouth County, New Jersey.

ARTICLE II - OTHER OFFICES

The corporation may have such other offices either within or without the County of Monmouth, State of New Jersey, as the Board of Trustees may determine or as the affairs of the corporation may require from time to time.

ARTICLE III - MEMBERS

The corporation has one class of members the designation of such and the qualifications and rights of the members shall be all members in good standing of the New Jersey State Funeral Directors Association, Inc. having voting rights as provided for in the Constitution and By-Laws of the New Jersey State Funeral Directors Association, Inc.

ARTICLE IV - BOARD OF TRUSTEES

1. General Powers. The affairs of the corporation shall be managed by a Board of Trustees who shall be members in good standing of the New Jersey State Funeral Directors Association, Inc.

2. Number, Tenure and Qualification. The number of Trustees shall be seven (7). Each Trustee shall hold office until the expiration of their terms and until their successors shall have been duly appointed by the Board of Directors of the New Jersey State Funeral Directors Association, Inc.

3. Method of Selection of Trustees. The initial Board of Trustees shall consist of the following:

A. First Vice President of the New Jersey State Funeral Directors Association, Inc.;

B. Second Vice President of the New Jersey State Funeral Directors Association, Inc.;

C. Corporate Secretary of the New Jersey State Funeral Directors Association, Inc.;

D. Four (4) at-large members as selected by the Board of Directors of the New Jersey State Funeral Directors Association, Inc. for terms specified in the Certificate of Incorporation. No such at-large members of the Board of Trustees shall be permitted to serve more than two consecutive terms on the Board of Trustees.

4. Regular Meetings. A meeting of the Board of Trustees shall be held at least annually. The Chairman of the Board may call such other regular meetings either within or without the State of New Jersey. Telephone meetings may be held at the discretion of the Board when there is no fixed meeting place.

5. Special Meetings. Special meetings of the Board of Trustees may be called by or at the request of the Chairman of the Board or any two (2) Trustees. The person or persons authorized to call special meetings of the Board may fix any place either within or without the State as the place for holding any special meeting of the Board called by them.

6. Notice. Notice of any special or regular meeting of the Board of Trustees shall be given at least ten (10) days previous thereto by written notice delivered personally or sent by mail or telegram to each Trustee at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with the postage thereon prepaid. If notice is being given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting unless specifically required by law or these By-Laws.

7. Quorum. A majority of the Board of Trustees shall constitute a quorum for the transaction of business in any meeting of the Board.

8. Matter of Acting. The act of a majority of the Trustees present at the meeting at which a quorum is present shall be the

act of the Board of Trustees unless the act of a greater number is required by law or by these By-Laws.

9. Vacancy. Any vacancy occurring in the Board of Trustees shall be filled by the the Board of Directors of the New Jersey State Funeral Directors Association, Inc. A Trustee so appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor in office. A vacancy shall exist on the Board of Trustees if an at-large appointee misses two or more consecutive meetings. No at large appointee may serve concurrently on any other Board of Directors in which this corporation has an interest.

10. Compensation. Trustees as such shall not receive any stated salaries for their services but by resolution of the Board of Trustees, any Trustee may be indemnified for expenses and costs incurred. The corporation shall indemnify any person made a party to any action, suit or proceeding by reason of the fact that he, his testator or intestate, is or was a Director, officer, employee of the corporation or of any corporation which he served at the request of the corporation against the reasonable expenses including attorney fees actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding or in conjunction with any appeal therein except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, Director or employee is liable for negligence or misconduct in the performance of his duties. The corporation may also reimburse any such Director, officer or employee the reasonable cost of settlement of any such action, suit or proceeding if it shall be determined by a majority of the Directors not involved in the matter in controversy (whether or not a quorum) that it was in the interests of the corporation that such settlement be made and that such Director, officer or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director, officer or employee may be entitled apart from the provisions of this Article.

ARTICLE V - GENERAL MEMBERSHIP MEETINGS

1. There shall be at least a bi-annual meeting of the membership and it shall consist of all members. Each member shall be entitled to one vote according to the same terms and conditions as specified in the Constitution and By-Laws of the New Jersey State Funeral Directors Association, Inc.

2. The Board of Trustees shall set the time and place of such meeting.

3. The minimum number of members to constitute a quorum at a regular meeting shall be ten (10).

4. Notice of any such meeting shall be given at least thirty (30) days nor more than sixty (60) days prior to its commencement.

5. Special meetings of the membership may be called by a majority of the Board of Trustees.

ARTICLE VI - OFFICERS

1. Officers. The officers of the corporation shall be a Chairman of the Board, President, Vice-President, Secretary, Treasurer as may be elected in accordance with the provisions of this Article. The Chairman of the Board shall always be the First Vice President of New Jersey Funeral Directors Association, Inc. The Board of Trustees may elect or appoint such officers, with the exception of the Chairman. Such officers shall have the authority to perform the duties prescribed from time to time by the Board of Trustees.

2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Trustees at a regular annual meeting of the Board of Trustees. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be held. Each officer shall hold office until a successor shall have been duly selected and shall have been qualified.

3. Removal. Any officer elected or appointed by the Board of Trustees, with the exception of the Chairman, may be removed by the Board of Trustees when in its judgment the best interests of the corporation would be served thereby but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

4. Vacancy. A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled by the Board of Directors of the New Jersey State Funeral Directors Association, Inc. for the unexpired portion of the term.

5. Chairman of the Board and Chief Executive Officer. The Chairman of the Board shall be the Chief Executive of this corporation and shall in general supervise and control all the business affairs of the corporation. He shall preside at all meetings of the members of the Board of Trustees. The Chief Executive Officer may sign with the Secretary or any other proper officer of the corporation authorized by the Board of Trustees any deeds, mortgages, bonds, contracts or other instruments that the Board of Trustees have authorized to be executed.

6. The President. The President shall be the Executive Director of the New Jersey State Funeral Directors Association, Inc. and chief operating officer of this corporation. He shall function pursuant to the direction of the Board of Trustees and the Chairman of the Board.

7. Vice President. In the absence of the Chairman or in the event of his inability or refusal to act, the Vice President shall perform the duties of the Chairman and shall have all the powers and be subject to the restrictions of the Chairman. The Vice President shall perform such other duties as from time to time may be assigned to him by the Chairman or by the Board of Trustees.

8. Treasurer. If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Trustees shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for monies due and payable, deposit monies and do such other general fiduciary duties and responsibilities that are necessary and as determined by the Board of Trustees.

9. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Trustees in one or more books provided for that purpose and that all notices be given in accordance with the provisions of the By-Laws as required by law. He shall be custodian of the corporate records and seal of the corporation and insure that the corporate seal is affixed on all corporate documents.

ARTICLE VII - CONTRACTS, CHECKS, DEPOSITS & FUNDS

1. Contracts. The Board of Trustees may authorize any officer, agent or agents of the corporation in addition to the officers so authorized by these By-Laws to enter into any

contract or execute and deliver any instrument in the name of and on behalf of the corporation.

2. Checks, Drafts or Other Orders for Payment. All checks, drafts or orders for payment of money, notes or other evidence of indebtedness shall be issued in the name of the corporation and signed by the appropriate officer.

3. Deposits. All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies or other depositories as the Board of Trustees may select.

4. Gifts. The Board of Trustees may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes set forth in the purposes of the corporation.

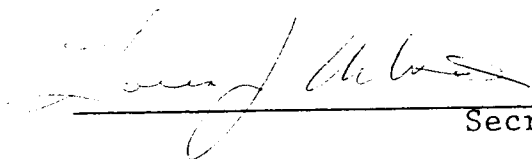
ARTICLE VIII - AMENDMENTS

The By-Laws of this corporation may be amended, repealed or added to or new By-Laws may be adopted by a vote of a majority of the Board of Trustees entitled to vote providing at least sixty (60) days prior notice in writing be given of such specific intent to amend the By-Laws and where a quorum of a meeting duly called for that purpose has taken place.

ARTICLE IX - BUSINESS PRACTICES

1. The fiscal year of the corporation shall be January 1 through December 31 of each year.

2. The corporation shall abide by the principles of fund accounting.


Secretary

ADOPTED DATE:
February 23, 1988