

BYLAWS

ESTATE PLANNING COUNCIL OF DIABLO VALLEY

(Revised through October 19, 2011)

I. NAME AND PURPOSE

1. The name of this corporation is the ESTATE PLANNING COUNCIL OF DIABLO VALLEY (sometimes referred to as the "Council").
2. The Estate Planning Council of Diablo Valley is a non-profit corporation composed of professionals who are engaged in estate planning activities and who seek by their membership to further their education and to foster a better understanding among the various disciplines engaged in the estate and financial planning field.

II. MEMBERSHIP

1. There shall be three classes of membership: (a) active members; (b) retired members; and (c) honorary members. As used in these Bylaws, the words "member", "members" and "membership", unless expressly otherwise stated, refer only to active members.

2. ACTIVE MEMBERS

- a. There shall be six (6) categories of active members:

1. Attorneys;
2. Certified Public Accountants (CPA);
3. Certified Financial Planners (CFP);
4. Chartered Financial Consultants (ChFC), Chartered Life Underwriters (CLU);
5. Trust Officers, Private Fiduciaries;
6. Members-at-Large.

- b. An active member shall render services in one of the five professional categories listed in paragraph 2.a. above of these Bylaws (hereinafter "categories 1 through 5"), or may be admitted as a Member-at-Large in the manner specified in paragraph 2.c. below of these Bylaws (hereinafter "category 6"). In addition, an active member must demonstrate that they are clearly engaged in estate planning activities.

An active member shall have his or her place of business or residence in Contra Costa County or shall have continuing business contacts with Contra Costa County of a type and frequency satisfactory to the Board of Directors.

Any person who does not meet these requirements but who is a member of the Council as of the effective date of these revised Bylaws may maintain membership in the Council notwithstanding.

- c. An applicant shall be admitted as a Member-at-Large at the discretion of the Board based upon the applicant's demonstrated qualifications, including, but not limited to, the

type and length of employment related to estate planning and/or estate administration, level of formal education and activities in the estate planning arena as demonstrated by memberships in other organizations, speaking and/or teaching engagements, published articles, and general stature in the business and/or academic community. The Board may also consider the importance of having a diversified group of Members-at-Large as a factor in its decision to admit an applicant for a Member-at-Large position.

- d. Applicants for active membership shall attend at least one meeting of the Council within the last three meetings of the Council, and must be nominated by two active members in good standing, who have been members for at least a year, and have sufficient professional contact with the applicant to assert that the applicant meets the membership criteria. Applicants for membership shall become members upon a vote of two-thirds (2/3) of the Board of Directors present at a duly constituted meeting of the Board.
- e. Each professional category of active members (categories 1 through 5) of this Council shall be limited to forty percent (40%) of the total active membership. Members-at-Large (category 6) shall not exceed fifteen percent (15%) of the total active membership.
- f. The membership of any member shall automatically terminate without action by the Board and without notice to the member, if a member fails to pay his or her dues on or before sixty days after the due date. The Board may, in its discretion, reinstate such member upon payment in full of dues owing, to the same status as if the default had not occurred.

Membership may also be terminated at the discretion of the Board of Directors upon any of the following grounds: (1) failure of a member to attend at least three meetings during any fiscal year, subsequent to the year of admission to membership, unless excused by the Board; (2) failure of a member to conduct himself or herself in conformity with the standards of ethics of his or her profession; (3) a member's inactivity in the field of estate planning; (4) other good cause.

The Board of Director's power of discretionary termination of membership shall be by vote of two-thirds (2/3) of the Board present at a duly constituted meeting of the Board. The terminated member shall have the right of written notice of termination and of the grounds thereof.

- g. Any member may resign from the Council upon notice in writing to the Board of Directors. No dues shall be refunded to a resigning member.
- h. Each active member shall be entitled to one vote and except as otherwise provided in these Bylaws, shall enjoy all the rights and be subject to all of the obligations set forth in these Bylaws with respect to members. No vote by proxy shall be recognized although the membership may meet and conduct Council business electronically, subject to all other rules of quorum and other procedures and practices.

- i. Only active members in one of the professional categories (categories 1 through 5) may serve as an officer or director of the Council. Members-at-Large (category 6) may not serve as an officer or a director.
3. **RETIRED MEMBERS.** A retired member is a member who is at least 55 years old, has previously been active in the Council for a period of five years or more, has retired from the occupation which previously qualified them for active membership, and who makes application to the Council as a retired member.

A retired member shall pay twenty-five percent (25%) of the current annual dues paid by active members and shall be exempt from attendance requirements. Retired members shall have no vote, and may not serve as an officer or director. Notwithstanding the foregoing, a presiding officer or director will be allowed to finish his or her term of office as an officer or director during the fiscal year in which he or she retires, and may also serve as an Immediate Past President and director in the succeeding fiscal year.

4. **HONORARY MEMBERS.** An honorary member is a member named to be such by the Board of Directors by a majority vote at a duly constituted meeting of the Board, whether by application or not, and approved by a majority of the general membership present at a regularly called membership meeting. Persons can be considered for honorary membership in the Council only if they are connected with and/or are interested in the field of estate planning. Honorary members shall pay no dues unless they desire to enjoy the benefits of active membership and are eligible therefore. Honorary members shall have no vote, and may not serve as an officer or director.
5. Members are prohibited from designating membership in the Council on stationary or business cards.

III. OFFICERS

1. The officers of the Council shall consist of the following: President, Vice President, Secretary, Treasurer, Membership Chair and Immediate Past President.
2. All officers shall be selected by a vote of a majority of the active members of the Council present at the annual meeting (except that the Immediate Past President shall be the President from the prior year), and shall hold office for one (1) year and until their successors shall be chosen. Only active members in one of the five professional categories (categories 1 through 5) may serve as an officer.
3. Officers shall have the powers and duties customary to their respective offices, and such further powers or duties as set forth in these Bylaws and as the Board of Directors shall prescribe.
4. **PRESIDENT.** The specific responsibilities of the President are the following:
 - a. Preside at all meetings of the members and the Board of Directors;
 - b. Communicate regularly with the membership;

- c. Call meetings and appoint committees;
 - d. Generally supervise, direct and control the business and operation of the Council, and the other officers, directors and agents, subject however, to control of the Board and the requirements of these Bylaws. This includes, but is not limited to, working with the Treasurer to meet all reporting and other compliance obligations.
5. VICE PRESIDENT. The specific responsibilities of the Vice President are the following:
- a. Be responsible for programs and speakers, including communicating regularly to the membership about upcoming programs; and
 - b. Preside at meetings of the members or the Board of Directors in the absence of the President.
6. TREASURER. The specific responsibilities of the Treasurer are the following:
- a. Keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Council transactions.
 - b. Supervise and direct the Council's financial policies, transactions and accounts, including the deposit and withdrawal of all funds of the Council, subject however, to control of the Board or the President, and the requirements of these Bylaws. (The deposit and withdrawal of all funds of the Council shall be in a bank approved by the Board of Directors. All withdrawals of such funds shall be on checks or orders signed by any of the officers duly elected to office);
 - c. Prepare and submit to the Board of Directors a statement of the financial condition of the Council immediately after the close of the fiscal year, and at such other times as requested by the President or the Board;
 - d. Prepare or have prepared the annual federal and state tax reporting forms and other compliance obligations (including insurance for directors and officers, and other liability) in coordination with the President.
7. The President with the approval of the Board may appoint a bookkeeper to assist the Treasurer and/or a CPA to review the work of the Treasurer.
8. SECRETARY. The specific responsibilities of the Secretary are as follows:
- a. Keep the minutes of each meeting of the Board and prepare a summary of Board meetings for publication.
9. MEMBERSHIP CHAIR. The specific responsibilities of the Membership Chair are the following:
- a. Supervise and direct the Council's membership policies, subject however, to control of the Board or the President and the requirements of these Bylaws;
 - b. Communicate with applicants for membership;
 - c. Review an applicant for membership eligibility; and
 - d. Present an applicant for membership to the Board of Directors for a vote.
10. The Board may remove any officer by two-thirds (2/3) vote of the remaining directors. Unless excused by the President or the Board, an officer may be removed for failure to attend two (2) consecutive meetings.

11. A vacancy in any office for any reason shall be filled by a vote of majority of the active members of the Council present at a meeting of the members.

IV BOARD OF DIRECTORS

1. All powers necessary for the governance of the Council shall be vested in the Board of Directors. The number of directors shall be eleven (11), including the incumbent officers of the Council. Only active members in one of the professional categories (categories 1 through 5) may serve as a Director.
2. At the annual meeting, three (3) directors shall be elected to the Board of Directors for a term of two (2) years. Each member of the Board of Directors shall serve for a term for which the member shall have been elected and until election of his or her successor.
3. Meetings of the Board of Directors may be called by the President at his or her discretion, or upon written request to the President by any three members of the Board. Six (6) members of the Board of Directors shall constitute a quorum. Subject to all rules of quorum and other procedure and practice for any meeting, the Board may also meet and conduct business of the Board electronically. A record in the form of the minutes of the business conducted shall be maintained for any meeting of the Board.
4. It shall be the duty of the Board of Directors to establish rules of procedure and practice for any meeting, subject to the approval of, or amendment by the Council.
5. The Board may remove any director by two-thirds (2/3) vote of the remaining directors. Unless excused by the President or the Board, a director may be removed for failure to attend two (2) consecutive meetings.
6. A vacancy on the Board may be filled by the remaining directors unless the vacancy was created by removal of a director, in which case the vacancy must be filled by the members, for the unexpired portion of the term.

V. OTHER COMMITTEES

The President, with the approval of the Board of Directors, may appoint committees on Programs, Membership, Ethics, Cooperation, Conferences and Education, Publicity and such other matters as the President shall deem advisable to further interests of the Council and its members, and shall delegate to such committee such power and authority as the Board of Directors shall deem advisable.

VI. MEETINGS OF THE COUNCIL

1. The annual meeting of the Council shall be held in May of each year or at such time and place as may be selected by the Board of Directors.
2. Meetings for the furtherance of the objects of this Council shall be held monthly except during the months of June, July, August and December, or as called by the President or Board of Directors as stated times in their discretion.
3. Notice of a meeting to each member shall be mailed or sent electronically at least ten (10) days prior to such meeting. Whenever members are required to take any action at a meeting, the notice sent to the members shall specify the agenda, and the place, date, and time of the meeting.
4. One-fourth (1/4) of all active members of the Council in good standing shall constitute a quorum for purposes of doing business, except as otherwise set forth herein.

VII. NOMINATIONS AND ELECTIONS

1. At the March meeting each year, the President shall appoint a Nominating Committee of no less than three (3) and no more than five (5) active members who shall represent different professions, to submit a list of nominees for officers of the Council and for members of the Board of Directors, to be acted upon at the annual meeting.
2. The Nominating Committee shall file the names of their nominees with the Secretary at least ten (10) days before the date of the April meeting.
3. Any five (5) active members may nominate candidates for officers of the Council and for members of the Board of Directors by written notice to the Secretary before May.
4. At the annual meeting the active members shall be entitled to vote for any candidate nominated by either one of the above methods, and all candidates receiving a majority of the votes of the active members present shall be declared elected. If no candidate for a position receives a majority, the active members shall vote again for one of the two receiving the greatest pluralities.

VIII FISCAL MATTERS

1. The fiscal year of the Council shall commence on July 1 of each year and end on June 30 of the following year.
2. The annual dues shall be set by the Board of Directors. Annual dues shall be payable upon billing and shall be delinquent sixty (60) days thereafter.

3. Members shall not be subject to any assessment beyond the annual dues except as voted by three-fourths (3/4) of the members present at an annual or special meeting which has been noticed as provided in Article VI, paragraph 3.

IX. DISSOLUTION

Upon the dissolution or winding up of the corporation, its assets remaining after payment or provision for payment of all debts and liabilities of this corporation, shall be distributed to such organization qualified under Internal Revenue Code section 501(c)(3), or its successor section, as may be selected by the Board of Directors at the time.

X AMENDMENTS

These Bylaws may be amended at any regular or special meeting of the Council at which a quorum is present by a vote of two-thirds (2/3) of the members present, provided that notice of such meeting such include a copy of the proposed amended Bylaws, shall specify the place, date, and time of the meeting, and shall be mailed or sent electronically to all members at least ten (10) days prior to the date of such meeting announcing that amendments to the Bylaws will be acted upon.