

REDWOOD EMPIRE ESTATE PLANNING COUNCIL

BYLAWS

Restated April 2, 2015

ARTICLE I:
NAME

1.1. The name of the association shall be the Redwood Empire Estate Planning Council.

ARTICLE II:
OBJECTS AND PURPOSE

2.1. The objects and purpose of the Council shall be to promote knowledge of and interest in estate planning and related subjects, to provide a forum where Attorneys, Certified Public Accountants, Certified Financial Planners, Charter Life Underwriters, Private Fiduciaries, Trust Officers and other professionals instrumental in the estate planning or administration process meet and exchange views and become better acquainted with one another and their work, and to foster cooperation among practitioners in these fields and to promote a better understanding of the proper relationship that each profession bears to the other.

ARTICLE III:
MEMBERSHIP

3.1. Membership. Membership in the council shall consist of professionals who devote a substantial portion of their practice to the estate planning or administration process and meet the criteria referred to in 3.2, below.

3.2. Eligibility. All members must have practiced in estate planning for their respective specialties for a minimum of two years, and be licensed by the appropriate licensing authority. Other than Certified Public Accountants and Attorneys, each category shall have the credential listed by the respective member bodies, below. All members shall be in good standing with their respective licensing organizations. All members shall meet one of the following six (6) criteria for membership:

(a) Certified Public Accountants: must be licensed by the California State Board of Accountancy.

(b) Attorneys: must be a licensed member of the California State Bar.

(c) Financial Planners: must have the designation ChFC, (Chartered Financial Consultant) or CFP, (Certified Financial Planner).

(d) Life Insurance Agents: must have the designation CLU, (Chartered Life Underwriter).

(e) Trust Officers or Private Fiduciary: must be employed by a corporate trust company or be licensed by the State of California as a private professional fiduciary.

(f) Members-at-Large: must be actively engaged in work that is instrumental in the estate planning or administration process and that will contribute to the purposes of the Council. This category is not available to those who are eligible for categories (a) through (e).

3.3. Nomination and Admission of New Members. New members shall be nominated as provided in this Section 3.3.

(a) Nomination. Any member of the Council may nominate a new member in writing, with an application signed by the sponsoring Council member. New member applications shall be sent to the Membership Chairperson.

(b) Action by Membership Committee. The membership committee shall review the qualifications of the applicant and check with the appropriate licensing authority to ensure that the applying member is licensed and in good standing. A unanimous affirmative vote of all the committee members, either by phone or in a membership meeting shall qualify a nominee for presentation to the Board of Directors.

(c) Action by Board of Directors. The Board of Directors shall review the qualifications of a nominee as presented by the Membership Chairperson and vote on the status of the nominee. A quorum shall be required for all membership votes.

(d) Introduction by the President. The President shall introduce the new member to the Council at the next membership meeting.

(e) Rejection of the Nominee. Should the nominee be rejected by any part of the process, the nominee may not apply again for a period of one year.

3.4. Associate Members. Shall be members who do not have the 2 years' experience in estate planning or someone who, is in process of becoming certified under a professional designation. A member who has all the qualifications but does not meet experience requirements shall automatically become a full member when in the year after time requirements are met. An associate member shall notify the Membership Chairperson in writing when requirements to become a full member have been completed. The associate member shall be a provisional member and send written notice with dues payment that they are actively engaged in meeting the qualifications within the normal time frame of the designation. Should an associate member not make proper notification for ongoing requirements, the associate member must re-apply after the requirements are met. Associate member shall not have any voting rights in the Council.

3.5. Annual Dues. Annual dues paid by each member and each associate member shall be in an amount determined by the Board of Directors in a 2/3 vote. Dues shall be paid on notification and delinquent after October 31. A member shall be dropped from the Council if dues not paid by December 31 in year billed, and shall reapply for membership in accordance with new member procedures.

ARTICLE IV:
BOARD OF DIRECTORS

4.1. Composition and Powers. Subject to any limitation of these Bylaws, the policies and affairs of the Council shall be controlled by the Board of Directors consisting of 12 members of whom 4 shall be officers of the Council, one shall be the immediate past president of the Council, and the remaining seven members shall be one each, certified public accountant, attorney, financial planner, life insurance agent, trust officer, a member-at-large, and the Membership Chairperson. Each member of the Board of Directors shall be a separate position and no person shall simultaneously in more than one position.

4.2. Membership Chairperson. The Membership Chairperson shall be a full member of the Board of Directors, and shall be responsible for processing all new member applications. He or she shall manage the process for all associate membership annual renewals.

4.3. Vacancies. The Board of Directors shall have the power to fill any vacancy occurring on the Board or any office of the Council. Persons appointed to such vacancies shall serve for the un-expired term of the member replaced.

4.4. Election and Terms. The Board of Directors shall be elected at the annual meeting of the Council and shall serve for a period of one year or until a successor is elected. Board Member time served shall be maximum 4 years, and may run again after a 12 month hiatus.

ARTICLE V:
OFFICERS

5.1. The officers of the Council shall consist of a President, Vice President, Secretary, and a Treasurer. All officers shall be elected at the annual meeting of the Council from members present, and shall hold the office for a term of one year, or until a successor is elected.

(a) President. The President shall preside at all meetings of the Council. He or she shall act as Chairperson of the Board of Directors and preside at the meetings and shall be the chief executive officer of the Council. He or she shall be an ex officio member of all standing committees.

(b) Vice President. The Vice President shall perform the duties of the President in his or her absence, and shall have all the powers of the President. The Vice President shall be the Chairperson of the Program Committee and be responsible for the Council programs.

(c) Secretary. The Secretary shall keep a book of the minutes of all membership meetings and Board Meetings. He or she shall be responsible for the management of the Council web site, and a register of a membership list of active members. He or she shall ensure that notice is given to the membership for each monthly meeting. The Secretary shall ensure a dues notice is sent to the membership in September each year for the dues then designated by the Board of Directors.

(d) Treasurer. The Treasurer serves as a voting semi-permanent position appointed by the Board of Directors. He or she shall be responsible for taking reservations and depositing all dues and monthly meeting checks in the Council bank account and give the Board of Directors an accounting at each Board of Directors meeting. He or she shall be responsible for paying for Council expenses on a timely manner, including paying for cost of dinner and room expenses for monthly meetings. He or she shall manage the pre-meeting list of attendees and money. All checks shall have two signatures.

(e) Each person shall be elected for a one year term, and if office should be vacated, the President shall appoint someone to serve the balance of such term.

ARTICLE VI: QUORUM

6.1. Board of Directors. Any 7 members of the Board of directors shall constitute a quorum for transaction of Council business.

6.2. General Membership. Over fifty percent of the members present at the annual meeting shall constitute a quorum for any regular membership meeting vote.

ARTICLE VII: NOMINATIONS AND ELECTIONS

7.1. Nominations. At the regular meeting two months before the annual meeting, the President shall appoint a nominating committee, consisting of seven members, the Immediate Past President or another previous President, as the Chairperson, and one person from each of the membership category. The committee shall submit a list of nominees for membership of the Board of Directors, and each Council officer position to be acted upon at the annual membership meeting. At least thirty days before the annual meeting any member may nominate candidates for membership on the Board of Directors or to any office of the Council. Nominations shall be presented in writing to the appointed Chairperson of the nominating committee.

7.2. Elections. The full members of the Council shall be entitled to vote for any candidate nominated by either of the methods at the annual meeting, and the candidates receiving the majority votes from the members present shall be declared elected. Associate members shall not have voting rights.

7.3. Rotation of the Office of President Among Membership Categories. The office of President shall rotate among all the categories of membership, with no category holding office in any successive two year period.

ARTICLE VIII: MEETINGS OF THE COUNCIL

8.1. Regular Meetings of the Members. Meetings shall be held on the first Wednesday of each month beginning in October, through the month of May. Each meeting will begin at 6:30 PM or at such other time as determined by the Board of Directors. The place of the meetings shall be determined from time to time by the Board of Directors.

8.2. Annual Member Meetings. The annual meeting shall be held on the first Wednesday of May each year at 6:30 PM or at such other time as determined by the Board of Directors.

8.3. Special Meetings of Members. Such meetings shall be called for any purpose or purposes as called by the Board of Directors, by the President, or by Five members, not including associate members. Any special meeting shall be noticed to the general membership with 15 days advance notice by the Secretary as to the purpose, time and place.

8.4. Voting. Each member shall be entitled to one vote at any meeting or upon any issue. A majority of votes cast at a meeting, shall be sufficient to pass any measure, except as otherwise provided by these Bylaws. No associate member shall be entitled to any vote at any meeting on any issue.

8.5. Notices of Meetings. A written notice of each regular, annual, or special meeting shall be sent by email or fax to the members, at the last known email address or fax number on each member's profile. Such notice shall specify time, place and date of the meeting, the topic(s) to be discussed and the guest speaker. In the case of a special meeting, the purpose of such meeting.

ARTICLE IX: MEETINGS OF THE BOARD OF DIRECTORS

9.1. Regular Meetings. Meetings of the Board of Directors shall take place at a time and place as determined by the President or the Board of Directors, from time to time.

9.2. Voting. Each member of the Board of Directors and Officers of the Council shall have one vote at any meeting on any issue. A majority of the votes cast at a meeting, where a quorum is present, shall be sufficient to pass any measure at the meeting, except as otherwise provided by the Bylaws.

9.3. Notice of Meetings. Notice shall be given to all Board Members and Officers via email or fax, based on the last known email address or fax number on member's profile, at least 5 days in advance of any meeting.

ARTICLE X: COMMITTEES

10.1. In addition to any special committees which may be appointed by the President the following shall constitute permanent committees of the Council to serve until the next annual meeting of the Board of Directors. Meetings shall be held as necessary for the committee work needed, and non-attending members may be replaced at the discretion of the Chairperson or at the direction of the President.

(a) Program Committee. The function of the Program Committee shall be to develop, arrange and plan programs for each general meeting of the Council. The Program committee may also plan for public seminars, and an annual educational meeting for the membership. The Vice President shall be Chairperson of the Program Committee, and may

appoint chairpersons to assist him or her in the development and the management of public and educational programs.

(b) Membership Committee. It shall be the duty of the Membership Committee to adopt appropriate procedures for the processing of new membership applicants. The Chairperson shall be a member of the Board of Directors, and may at the direction of the President, continue as Chairperson for several years and until replaced. The Chairperson shall appoint and work with the committee made up of members of each member category.

ARTICLE XI: ADVERTISEMENT

11.1. It is the intention of this section that no member of the Council shall use his or her membership in the Council in any form of advertisement or solicitation of business in any way. He or she may state that he or she is a member of the Council, and in plain language may state any positions held in the Council in a résumé or other personal biography.

(a) No Advertisement. Associate Members may not use his or her name as a member of the Council in any form of advertisement, solicitation or biography.

(b) Violation. Any member who violates this provision may be expelled from the Council by a 2/3 majority vote of the Board of Directors.

ARTICLE XII: AMENDMENTS

12.1. These Bylaws may be amended at any annual meeting of the Council by a vote of 2/3 of the members present, provided written or email notice of the proposed changes have been sent to the membership at least 30 days prior to the meeting.