

BYLAWS OF ESTATE PLANNING COUNCIL OF THE LEHIGH VALLEY

ARTICLE I: NAME

The name of the corporation shall be ESTATE PLANNING COUNCIL OF THE LEHIGH VALLEY (hereinafter referred to as "Council")

ARTICLE II: OBJECTIVES

The objectives of the Council shall be:

1. To advocate and assist in the spreading of knowledge and accurate information pertaining to the various phases and problems having to do with effective and efficient Estate Planning.
2. To foster intelligent cooperation and a cordial understanding of the proper relationship and function among professionals within Categories A thru F, as defined in these Bylaws, and any other party or parties having to do with any Estate Planning job.
3. To establish and promulgate among the Members, as well as among non-Members wherever feasible and practical, the proper ethical standards in dealing with one another, with mutual clients, and with the public.
4. To help the Members to render the highest type of service to clients and customers, knowing that the true measure of such service is always to be gauged from the standpoint of the best interest of the client and his beneficiaries, in terms of today, tomorrow and down through the years.
5. To do any and all of those honorable things that will aid and improve the important task of careful and proper estate planning work.
6. To have unlimited powers to engage in and do any lawful act concerning any or all lawful business for which nonprofit corporations may be incorporated under the Pennsylvania Nonprofit Corporations Law of 1988, as amended; however, subject to the provisions contained in Paragraphs 7 and 8 below.
7. No part of the net earnings of the Council shall inure to the benefit of any Director of the Council, Officer of the Council, Member of the Council or any private individual (except that reasonable compensation may be paid for services rendered to or for the Council affecting one or more of its purposes), and no Director or Officer of the Council, or any private individual shall be entitled to share in the distribution of any of the Council assets upon dissolution of the Council. No substantial part of the activities of the Council shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Council shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
8. Notwithstanding any other provision of the Articles of Incorporation, the Council shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization

exempt from taxation under Section 501(c)(6) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

9. Upon dissolution of the Council or the winding up of its affairs, the assets of the Council shall be distributed to the National Association of Estate Planning Councils, or such other nonprofit organization or organizations having purposes comparable to those of this Council and are exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE III: MEMBERSHIP

The Council shall not discriminate on the basis of age, disability, race, creed, color, gender, sexual orientation or other prohibited criteria as these terms are defined under applicable state or federal law.

The Membership of the Council shall consist of persons who have been actively engaged in estate planning work for the past two years, who maintain a professional certification(s) and / or degree(s) associated with the following Categories, and are in good standing with the Board or Organization that monitors maintaining said certification and / or degree:

- A. Insurance/Financial Advisor
- B. Trust Officer
- C. Attorney
- D. Accountant
- E. Planned Giving or Development Professional

The Membership of the Council shall also include professionals for whom Membership under Categories A through E is not applicable, and who are actively engaged in estate planning for a minimum of two years. Such Members shall be known as Associate Members under Category F. An Associate Member must be sponsored by two Members from Categories A through E.

Each proposed Member shall be sponsored by a current Member of the Estate Planning Council of the Lehigh Valley, except as otherwise provided for Membership under Category F for an Associate Member (who requires sponsorship by two current Members who are not themselves Associate Members).

Any person who has been approved as a Member of the Council shall be eligible to renew his or her Membership without sponsorship. Each renewal application shall be reviewed by the Membership Committee to ensure that the objectives of the Council are continually met.

The term of Membership shall be from June 1st through May 31st.

ARTICLE IV: BOARD OF DIRECTORS

All powers necessary for the government of the Council shall be vested in a Board of Directors. The Board of Directors shall consist of a minimum of eight (8) and no more than sixteen (16) Members from Categories A, B, C, D, E, and F as set forth in ARTICLE III. No Category shall have more than one third (1/3) representation on the Board of Directors. The Board of Directors shall ideally be divided into three equal classes, one class of which shall be elected each year at the Annual Meeting of the Members for a three year (3) term.

In addition to the Members described above, the following shall also serve as Directors:

- (a) the Officers of the Council; and
- (b) the immediate Past President of the Council.

The term of a Director shall begin on June 1st. Such elected person shall serve for three (3) ~~four~~ (4) years. At the invitation of the Board of Directors, a Director may extend their service for up to an additional three (3) year period.

Each Director shall serve on at least one of the following three standing committees: Membership Committee, Program Committee, or Sponsorship Committee.

No Director shall serve for consecutive terms, either full or partial, aggregating more than six (6) years, except if serving as an Officer of the Board. Any Director having been elected or appointed to consecutive terms aggregating six (6) years shall be ineligible to serve for a further term, except if serving as an Officer of the Board, Although, after a year's absence, he or she can be elected for another term as a Director.

ARTICLE V: OFFICERS AND ADMINISTRATIVE SECRETARY DUTIES

The Officers of the Council shall consist of a President, a Vice President, a Secretary and a Treasurer. At each annual meeting for the election of Directors of the Board, four Members from among Category A, B, C, D, E, and F shall be elected to serve as an Officer by a vote of a majority of the Members present. The Council shall seek to maximize diversity of representation from each of the Member Categories. No more than two Members of any Membership Category may serve as an Officer at one time.

The term of the Officers shall begin on June 1st. Each Officer shall serve a term of one (1) year. Each Officer shall have the power to sign and endorse checks. For any expenditure of more than \$2,000, at least one other Officer must consent in addition to the Officer signing the check.

The President of the Council shall be the chief executive officer of the Council and shall preside at all meetings of the Council and the Board. The President shall assume the position of immediate Past President at the end of his or her term as President.

The Vice President of the Council shall, in the absence of the President, serve as chief executive officer of the Council and shall preside at the meetings of the Council and the Board. The Vice President may be nominated for the office of President at the end of his or her term as Vice President.

The Secretary of the Council shall act as Secretary at the Board meetings and the Council's annual meeting, and see to it that proper minutes of the proceedings are made and recorded. The Secretary may be nominated for the office of Vice President at the end of his or her term as Secretary.

The Treasurer of the Council shall have custody of all funds and property of the Council, and shall deposit all funds of the Council in a bank located within the Lehigh Valley. He or she shall prepare and submit a statement of the financial condition of the Council at the annual meeting and at such time and in such manner as the Board may require. The books shall be presented to the Board for approval at the Board meeting immediately preceding the annual meeting of the Members. The Treasurer may be nominated for the office of Secretary at the end of his or her term as Treasurer.

The Board shall be empowered to employ an Administrative Secretary at such compensation, for such period, and with such duties, facilities and assistance as may be deemed necessary. He or she shall have charge of the Council's records and files. He or she shall assist the Secretary at Board meetings and the Council's annual meeting, and in the keeping of separate minutes of their proceedings.

ARTICLE VI: QUORUMS

Seven (7) Directors of the Board shall constitute a quorum for the transaction of business at any Board meeting.

Twenty (20) Members of the Council shall constitute a quorum of any regular, special or annual meeting of the Members of the Council.

ARTICLE VII: NOMINATIONS, ELECTIONS (AND VACANCIES)

The Nominating Committee shall submit a list of nominees for the upcoming year for the Officers of the Council, for new Directors of the Board, and for any unexpired vacancies to be acted upon at the annual meeting. Such list of nominees shall be presented to the Board prior to the annual meeting. Upon approval by the Board, such list of nominees shall be presented at the annual meeting.

In addition, any twelve (12) Members of the Council, by notice in writing filed with the Secretary at least ten (10) days before the date of the annual meeting, may nominate candidates within the qualifying provisions of ARTICLES IV and V for Officers of the Council, for new Directors of the Board, and for any unexpired vacancy to be filled by election. Such nominations shall be presented at the Council's annual meeting.

Elections shall occur at the Council's annual meeting of Members, identified in Article VIII.

The Council Members present at the annual meeting shall be entitled to vote for any candidate named by either one of the above methods at such meeting, and the candidate receiving the majority of votes from the Members present shall be declared elected.

A vacancy in the office of President shall be filled by the Vice-President. Any other vacancy in office, or in the Board, shall be filled for the balance of the current year by appointment of the Board of Directors; provided, that at least seven (7) Directors thereof are in agreement. Said appointee shall serve until the next annual meeting and until the election of his or her successor.

ARTICLE VIII: MEMBER MEETINGS

With the exception of a change warranted by extraordinary circumstances, the annual meeting of the Members shall be held during the month of May of each year, at such time and place as may be selected by the Board. A notice of the meeting shall be either electronically delivered or mailed to each Member of the Council at least fifteen (15) days prior to the date of same.

If the Board feels that additional meetings are necessary or desirable to fulfill the purpose of the Council, then the Board may schedule other regular meetings of the Members other than just an annual business meeting, such as monthly, quarterly, or at such other intervals, regular or irregular, as the Board may choose. The failure to hold an annual meeting at a time stated in or fixed in accordance with the Bylaws does not affect the validity of any corporate action.

Special meetings of the Members may be called by the President, by a majority vote of the Board of Directors, or by at least ten percent (10%) of all the Members entitled to cast votes on any issue proposed to be considered at the proposed special meeting. Each Member of the Council shall be notified by mail (including regular mail and e-mail) of the purpose of the special meeting not less than fifteen (15) days prior to the meeting date.

ARTICLE IX: BOARD OF DIRECTORS MEETINGS

Meetings of the Board of Directors shall be called by the President at his or her discretion, or when requested by a majority of the elected and serving, Directors of the Board. It shall be the duty of the Board of Directors to establish rules of procedure and practice for any meeting, provided that such rules of procedure and practice may be amended by the Members of the Council. The meetings of the Board of Directors shall number at least two (2) during the course of the year.

ARTICLE X: COMMITTEES

The President of the Council, or in his or her absence, the Vice-President, shall, with the advice and consent of the Board of Directors, have the power to appoint such committees as shall be deemed advisable to further the interests of the Council and its Members; and to delegate to such committees such power and authority as the Board of Directors shall deem advisable.

Executive Committee: The Board of Directors shall establish a standing Executive Committee. The Executive Committee shall consist of the Officers and the immediate Past President, and the President shall serve as the Chair of the Executive Committee. The committee shall be responsible to review the needs of the Council and bring any concerns to the attention of the Board.

Membership Committee: The Board of Directors shall establish a standing Membership Committee. The Chair of the Membership Committee shall be a Director appointed by the President. The members of the committee shall be appointed by the President after seeking input from the Chair of the committee. The President is encouraged to appoint at least four (4) Members selected from Categories A thru E, with the intent of including representation from each of the various disciplines. The committee shall be responsible to review all applications for memberships and all renewal applications for continuing memberships and to report to the Board of Directors with its recommendations.

Program Committee: The Board of Directors shall establish a standing Program Committee. The Chair of the Program Committee shall be a Director appointed by the President. The members of the committee shall be appointed by the President after seeking input from the Chair of the committee. The President is encouraged to appoint at least four (4) Members selected from Categories A thru E, with the intent of including representation from each of the various disciplines. The committee shall be responsible to plan future program events for the Membership of the Council, including, but not limited to, speaking engagements by keynote speakers and social events.

Sponsorship Committee: The Board of Directors shall establish a standing Sponsorship Committee. The Chair of the Sponsorship Committee shall be a Director appointed by the President. The members of the committee shall be appointed by the President after seeking input from the Chair of the committee. The President is encouraged to appoint at least four (4) Members selected from Categories A thru E, with the intent of including representation from each of the various disciplines. The committee shall be responsible to obtain sponsors for Council programs, as directed by the Board.

Nominating Committee: The Board of Directors shall establish a standing Nominating Committee. The Chair of the Nominating Committee shall be the immediate Past President. The Nominating Committee shall consist of the immediate Past President and the Officers of the Council. The committee shall be responsible for submitting a list of nominees for the upcoming year for the Officers of the Council, for new Directors of the Board, and for any unexpired vacancies to be acted upon at the annual meeting. Such list of nominees shall be presented to the Board prior to the annual meeting. Upon approval by the Board, such list of nominees shall be presented at the annual meeting.

ARTICLE XI: DUES

The annual dues for Membership to the Council shall be determined by the Board of Directors. Any increase or decrease in dues shall not be effective until the fiscal year that commences after the annual Membership meeting at which the change in dues is announced, or at a later date determined by the Board of Directors.

ARTICLE XII: FISCAL YEAR

The fiscal year of the Council shall be from May 1st to April 30th.

ARTICLE XIII: ADVERTISEMENTS

No Member of the Council shall use his or her Membership in this Council in any form of advertisement or solicitation of business nor shall any Member disclose Membership information to or for the use of other organizations or to or for the use of non-Members without prior approval of the Board of Directors.

ARTICLE XIV: TERMINATION OR SUSPENSION OF MEMBERSHIP

Any Member whose dues are not in arrears may terminate his or her Membership by written resignation. Any Member whose dues are in arrears by a period of four (4) months after the due date automatically terminates Membership in the Council.

Any Member may be suspended or terminated from Membership upon recommendation of the Membership Committee and upon a majority vote of the Board of Directors.

ARTICLE XV: AMENDMENTS

These Bylaws may be amended at any annual or special meeting of the Council at which there is a quorum, by a vote of two-thirds (2/3) of the Members present, provided that the notice setting forth such proposed amendments shall have been electronically delivered or mailed to all Members at least ten (10) days prior to the date of such meeting.

ARTICLE XVI: DIRECTOR LIABILITY LIMITATION AND INDEMNIFICATION

A Director of the Council shall, to the maximum extent permitted by the laws of Pennsylvania have no personal liability for monetary damages for any action taken, or any failure to take an action, as a Director, provided that this provision shall not eliminate the liability of a Director in any case where such elimination is not permitted by law.

Each person who at any time is or shall have been a Director or Officer of the Council, or is serving or shall have served at the request of the Council as a Director, Officer, employee or agent of another corporation, joint venture, trust or other enterprise, and his or her heirs, executors and administrators, shall be indemnified by the Council in accordance with and to the fullest extent permitted by the laws of the Commonwealth of Pennsylvania in effect at the times of such indemnification. The foregoing right of indemnification shall constitute a contract between the Council and each of its Directors and Officers and shall not be deemed exclusive of other rights to which any Director, Officer, employee, agent or other person may be entitled in any capacity as a matter of law or under any bylaw, agreement, vote of Members or Directors, or otherwise. If authorized by the Board of Directors, the Council may purchase and maintain insurance on behalf of any person to the fullest extent permitted by the law of the Commonwealth of Pennsylvania.

ARTICLE XVII: INTERPRETATION

Words of masculine gender used herein shall be deemed and construed to include correlative words of a feminine gender, unless the context otherwise requires.

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