

**BY-LAWS EAST BAY ESTATE PLANNING COUNCIL**  
**(Revised 2018)**

**I. NAME AND PURPOSE**

1. The name of this corporation is ESTATE PLANNING COUNCIL OF THE EAST BAY, dba EAST BAY ESTATE PLANNING COUNCIL.

2. The Estate Planning Council of the East Bay is an association of professionals who are engaged in estate planning and related services and seek by their membership to enhance their knowledge and practice skills and to develop a better understanding among the various disciplines engaged in estate planning and related services.

**II. MEMBERSHIP**

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

2. There shall be five categories of active members:

- a) Attorney
- b) Accountant
- c) Financial Services Provider
- d) Trust Officer and Professional Fiduciary
- e) Member-at-Large
- f) Associate Member

3. Active members shall reside or engage in business in the East Bay area of California in one of the five categories listed above, and shall meet and maintain the following criteria appropriate to their respective categories.

a) Attorney - Attorneys may be accepted for membership if licensed in any of the 50 states or the District of Columbia.

b) Accountant - Certified Public Accountants may be accepted for membership if licensed in any of the 50 states or the District of Columbia.

c) Financial Services Provider - A financial services provider may be accepted for membership if the provider has achieved a designation such as Chartered Life Underwriter (CLU), Certified Financial Planner (CFP), Chartered Financial Consultant (ChFC), or other designation that the Board, at its discretion, deems similar.

d) Trust Officer and Professional Fiduciary - A trust officer or professional fiduciary may be accepted for membership if that person meets any of the following criteria: (1) has achieved the Certified Trust and Financial Advisor (CTFA) designation; (2) qualifies to act as a professional fiduciary under the California Professional Fiduciaries Act; or (3) is employed as a trust officer by a trust department.

e) Member-at-Large - An applicant may 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 the estate planning process, 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.

f) An applicant may be admitted as an Associate Member for a maximum term of three years, if they are in the process of meeting the requirements for one of the 4 categories of active members that require licensing and/or professional designation in their respective field: Attorneys; Accountants; Financial Services Providers; Trust Officers and Professional Fiduciaries. For purposes of membership category limits, the Associate Member shall be included as a member of their professional field categories. The dues for the Associate Member shall be 25% of the current annual dues paid by active members. The \$25 initiation fee for Associate Members is waived.

Associate Members are not eligible to be officers of the Council or members of the Board of Directors. Once the Associate Member completes the process of meeting requirements for their profession, they will transfer to Active Member status, pay current annual dues paid by Active Members, and be eligible for membership on the Board of Directors and officers of the Council.

4. Any person who does not meet these requirements but who is a member of the Estate Planning Council of the East Bay as of the effective date of these revised By-laws may maintain membership in the Council notwithstanding. However, a member whose membership lapses shall re-apply under the applicable standards.

5. Each category of active members of this Council shall be limited to fifty percent (50%) of the total membership calculated as of the close of the prior fiscal year, except that members-at-large shall not exceed 25% of the total active membership, so calculated.

6. Applicants for membership shall attend at least one meeting of the Council's membership and thereafter within three months apply for membership online. Application shall be accompanied by a current resume, a non-refundable initiation fee of \$25.00 and one year's dues.

7. Applicants for membership shall become members by a vote of a majority of the directors present at a meeting of the Board of Directors.

8. Membership of any member may be terminated at the discretion of the Board of Directors or of the membership upon any of the following grounds: for inexcusable failure to attend a minimum of three meetings of the membership during each full fiscal year, as defined in Article VII which commences on or after the date of his or her admission to membership; for failure to pay dues or any fine or assessment within one month after same have become delinquent; for conduct not in conformity with the standard of ethics of the member's profession; or for other good cause. Before membership of any member may be terminated, such member shall be given written notice by first-class or registered mail to the last address of the member shown on the Council's records of intent to terminate, which notice shall set forth the general ground or grounds for termination of membership; the time and place of the holding of a meeting of the Board or of the membership for the purpose of acting on the termination of membership and which meeting shall be held not less than thirty days after mailing of such notice; and a statement that such member shall have the right to present oral and/or written evidence of good cause for continuation of membership to the Board or to the membership, as the case may be, at or at any time prior to, the meeting to be held as aforesaid. Provided, however, that evidence of good cause for failure to pay dues or any fine or assessment within one month after same have become delinquent shall not be considered unless accompanied by a tender of such delinquent sums. Termination of membership upon any of aforesaid grounds shall become effective only if notice is duly given as provided above and then

only upon two-thirds vote of the Board or the membership present at a duly constituted meeting thereof held in accordance with said written notice.

9. Any member may resign from the Council at any time upon notice in writing addressed to the Administrator.

10. Each active member shall be entitled to one vote and shall enjoy all the rights and be subject to all of the obligations set forth in these By-laws with respect to members. No vote by proxy shall be recognized.

11. A retired member is a member who is retired and has previously been active in this organization for a period of five years or more who makes application to the organization as a retired member and who shall pay twenty-five percent (25%) of the current annual dues paid by active members. There shall be no limitation on the number of retired members in any category. A retired member shall not be entitled to vote or nominate candidates for office or the Board of Directors, or member of the Nominating Committee, but may serve on a committee pursuant to appointment made by the President under Article V.

Except as otherwise set forth in this Section, a retired member has the same rights, duties, and privileges as an active member.

12. The Board of Directors may appoint honorary members of the Council. Such members shall not be subject to dues or assessments. There shall be no limitation on the number of honorary/special academic members.

### III. OFFICERS

1. The officers of the Council shall be President, Vice President, Secretary, Treasurer, and the Membership Chair.

2. All officers shall be selected by a vote of a majority of the members of the Council present at the annual meeting. Their term of office is one year, but they shall serve until their successors are chosen.

3. Officers shall have the powers and duties customary to their respective offices, and such further powers or duties as the Board of Directors shall prescribe.

4. All dues and other funds received by the Council shall be deposited by the Treasurer into a segregated insured account opened in the name of the East Bay Estate Planning Council. All withdrawals of such funds shall be on checks or orders signed by either the Treasurer or the President. In the absence of both the President and the Treasurer, the Vice President is authorized to sign checks or orders.

5. The Treasurer shall prepare and submit a statement of the financial condition of the Council at the annual meeting and at such other times, and in such manner as the Board of Directors may require, and shall cause to be prepared all annual tax filings required by law.

### IV. BOARD OF DIRECTORS

1. All powers necessary for the governance of the Council shall be vested in the Board of Directors which shall be composed of at least eleven members of the Council, and shall include the incumbent officers and the immediate past President of the Council. Of these eleven persons, at least one shall at all times represent each of the five categories.

2. Each member of the Board of Directors shall serve for the term of one year. The Board may fill any vacancies occurring between annual meetings.

3. In addition to any regularly scheduled meetings of the Board of Directors, a meeting of the Board may be called by the President at his or her discretion, or by any three members of the Board. The Board, subject to all rules of quorum and other procedure and practice for any meeting, may meet and conduct business of the Board electronically. A record in the form of minutes of the business conducted and quorum achieved shall be maintained as for any other meeting of the Board.

4. It shall be the duty of Board of Directors to establish rules of procedure and practice for any meeting. A majority of the Board shall constitute a quorum for the transaction of business.

#### V. OTHER COMMITTEES

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

2. The duties of the Nominating Committee are set forth in Article VII.

#### VI. MEETINGS OF THE COUNCIL

1. The annual meeting of the Council shall be held at the last regular meeting of the fiscal year or at such other time and place as selected by the Board of Directors. The Administrator shall send each member by email a notice setting forth the agenda of the annual meeting. Items may be added to the agenda at the annual meeting.

2. Council meetings may be called by the Board of Directors at stated times or from time to time in their discretion, and the program of such meetings shall be arranged by the Board.

3. If any action requiring a vote of the members is to be taken at a meeting, other than the annual meeting, notice of such action shall be mailed by email or first-class mail to the members at least ten days prior to such meeting.

#### VII. NOMINATIONS AND ELECTIONS

1. At least one month prior to the date of the annual meeting, the President shall appoint a Nominating Committee of at least three members. The Nominating Committee shall deliver to the President a list of nominees for officers of the Council and for members of the Board of Directors. Nominees for the offices of the President and Vice President shall be persons who have served on the Board for at least one year. The Nominating Committee shall solicit nominations for officers and directors from the membership.

2. The President shall present the slate of the nominees to the membership at the annual meeting. The membership shall vote on the slate at the annual meeting.

#### 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 Board of Directors shall have the power to determine the level of annual dues by majority vote of the entire Board. Annual dues shall be payable September 1 and shall be delinquent three months

thereafter.

3. Members shall not be subject to any assessment beyond the annual dues except as voted by two-thirds of the members present at an annual or special meeting which has been noticed as provided in Article VI, paragraph 2.

#### IX. QUORUM

1. One third of all members in good standing of the Council shall constitute a quorum thereof for purposes of doing business of the Council, except as otherwise set forth herein.

#### X. INDEMNIFICATION OF OFFICERS AND DIRECTORS AND OTHER AGENTS

1. Right of Indemnity. This corporation shall indemnify its agents to the fullest extent allowed under Section 7237 of the California Nonprofit Mutual Benefit Corporation Law.

2. Approval of Indemnity. On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 7237(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 7237(b) or Section 7237(c), and, if so, shall authorize indemnification to the extent permitted thereby. If the Board cannot do so because there is no quorum of directors who are not party to the proceeding for which indemnification is sought, the Board shall promptly call a meeting of the members.

At that meeting, the members shall determine whether, in the specific case, the applicable standard of conduct stated in such Section has been met, and, if so, the members shall authorize indemnification to the extent permitted thereby.

3. Advancing Expenses. To the fullest extent allowed by Section 7237 of the California Nonprofit Mutual Benefit Corporation Law, and except as otherwise determined by the Board of Directors in specific instances, the Board shall authorize the advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition, if the Board finds that:

a) the requested advances are reasonable in amount under the circumstances; and

b) before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article. Unless the Board finds compelling reasons to do otherwise, the undertaking shall be unsecured, and no interest shall be charged on the obligation created thereby.

4. Insurance. The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this corporation's power to indemnify the agent under law, in such amounts as the Board in its discretion may deem appropriate from time to time.

#### XI. MISCELLANEOUS

1. Reference in the By-laws to a particular gender shall be deemed to include the other.

2. These By-laws may be amended at any annual or special meeting of the Council by a vote of two-thirds of the members present, provided that notice setting forth all proposed amendments, shall have been

emailed or mailed to all members or posted on the website of this Council at least ten days prior to the date of such meeting.

3. Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered in these By-laws.