

# **Bylaws of the San Joaquin Estate Planning Council**

## **I. Name**

The name of this association shall be The San Joaquin Estate Planning Council, Inc., hereinafter referred to as the "Council."

## **II. Objectives**

- A.** The objectives of the Council shall be:
  - 1.** to provide a forum where members may exchange views and become better acquainted with each other and their work;
  - 2.** to encourage better understanding and cooperation among professional individuals who participate in any of the various phases of estate planning; and
  - 3.** to generally promote the best interest of members of the Council and that of the general public through helpful service in matters of estate planning.
- B.** The Council shall be advisory and coordinative in character and shall have no power to bind its members to any action, procedure, or conclusion that is not specifically provided for in these bylaws. No personal financial liability shall inure to the individual members because of any action taken by the Officers or Board of Directors of the Council.

## **III. Membership**

- A.** Membership of the Council shall consist of the following categories:
  - 1.** Officer Representatives of Trust Companies,
  - 2.** Attorneys,
  - 3.** Certified Public Accountants,
  - 4.** Chartered Life Underwriters,
  - 5.** Chartered Financial Consultants or Certified Financial Planners,
  - 6.** Chartered Financial Analysts,
  - 7.** Educators,
  - 8.** Planned Giving Professionals,
  - 9.** Accredited Valuation Experts,
  - 10.** Private Fiduciaries, and
  - 11.** Other Professionals Determined by the Board to be Relevant to the Field of Estate Planning.
- B.** The Board of Directors may create additional categories. All members shall be licensed to practice in the State of California in his or her respective category except in the case of:
  - 1.** Trust Officers, whose employer shall be a trust company registered in the State of California,
  - 2.** Chartered Financial Consultants or Certified Financial Planners,
  - 3.** Chartered Financial Analysts, who are members of the CFA Institute,
  - 4.** Educators, who are members of a faculty of an educational institution covered by Section 170 (b)(1)(A)(ii) of the Internal Revenue Code,
  - 5.** Planned Giving Professionals, whose employer is a charitable organization described in section 501 (c)(3) of the Internal Revenue Code or consultants or other professionals whose primary business is to provide planned giving services to one or

more charitable organizations described in section 501 (c)(3) of the Internal Revenue Code,

6. Accredited Valuation Experts, who are members of:
    - i. The American Institute of Certified Public Accountants (AICPA),
    - ii. The American Society of Appraisers (ASA),
    - iii. The Institute of Business Appraisers (IBA),
    - iv. The National Association of Certified Valuation Analysts (NACVA), or
    - v. A comparable accrediting organization, and
  7. Private Fiduciaries, who are members of the Professional Fiduciary Association of California, or a comparable accrediting organization. All members shall practice in the San Joaquin County area in the area of estate planning applicable to his or her category.
- C. All members shall have at least five (5) years experience in estate planning in their respective professions. The Board of Directors, in its discretion, may accept the membership of an applicant as an “associate” member if they fail to meet the experience requirement set forth herein.
- D. The Board of Directors may afford honorary membership to any individual who has made noteworthy contributions in the fields within which the Council functions. Honorary members shall not be subject to the licensing and practice requirements set forth in paragraph (a) of this Article III.
- E. Lifetime Membership. The Board of Directors may afford lifetime membership as a means of recognizing those members who have accrued substantial longevity in service to the Council. Lifetime members shall have completed at least 30 years of active membership in the Council. Lifetime members shall be afforded all of the privileges of membership in the Council, but such members shall not be counted in determining whether a given category of membership exceeds 40% of the total membership of the Council as herein below provided. Lifetime members shall not be subject to the payment of annual dues and will be included in the Council's annual membership roster.
- F. Change of Profession. In the event a member of the Council has a change in status related to their qualifying profession, the following rules will apply:
- i. *Change in definition or qualification of a profession* — If the definition of, or the qualifications for, a profession change, all individuals accepted as members of the Council prior to the changes will continue to qualify under the definition in effect at the time they became a member.
  - ii. *Change in qualified profession* — If a member of the Council changes from one qualified profession to another or adds a qualified designation, the member's designation within the Council will remain as originally qualified. The designation may be changed on approval of the member and the Board of Directors.
  - iii. *Change from qualified to non-qualified profession* — If a member of the Council changes to a non-profession or drops or fails to maintain a qualified designation, they may be retained as a member of the Council under their prior designation on approval by the Board of Directors. Criteria for retaining membership should include, continued work in the estate planning area and continued involvement in the Council and its activities.

- G.** All applications for membership to the Council shall be approved by a majority vote of the Directors present at any meeting which is qualified to act thereon after the applicant has completed the prescribed membership application, paid the fees, and otherwise qualified according to rules made from time to time by the Board of Directors. Approval of any application for membership shall be at the discretion of the Board of Directors.
- H.** Existing members on the date of ratification of these bylaws shall not be subject to the restrictions listed above.
- I.** Applicants must attend two general membership meetings prior to submitting an application and this requirement must be attested to by his or her member sponsor on the application form.
- J.** Termination of Membership.
- 1.** The membership and all rights of membership shall automatically terminate on the occurrence of any of the following:
    - i.** The voluntary resignation of a member with notice as hereinafter prescribed by subparagraph (2).
    - ii.** The death of a member.
    - iii.** The failure to pay dues as provided in subparagraph (4).
    - iv.** The failure of a member to maintain the membership qualification requirements set forth in paragraph (a) of this Article III or to comply with the rules made from time to time by the Board of Directors, subject to the limitations hereinafter set forth in subparagraph (3), provided however, that any member who has been a member of the Council in good standing for at least five (5) years but has failed to maintain such membership qualification requirements may continue as a member at the discretion of the Board of Directors.
    - v.** Termination for cause as determined by the Board of Directors, subject to the limitations hereinafter set forth in subparagraph (3).
  - 2.** The membership of any member of the Council shall automatically terminate on such member's written request for such termination delivered to the President or Secretary of the Council personally, deposited in United States mail, postage prepaid, faxed, or emailed.
  - 3.** The membership of any member of the Council shall automatically terminate in the event either one of the causes set forth in subparagraphs (1)(iii), (iv), or (v) occurs, provided such member was given both a fifteen (15) days' prior written notice of the termination stating the reasons therefor and a timely opportunity to be heard on the matter of the termination. The notice shall be given personally to such member or sent by first-class mail to the last address of such member as shown on the records of the Council. The opportunity to be heard may, at the election of such member, be oral or in writing and shall occur not less than five (5) working days before the effective date of the termination. The hearing shall be conducted at a location to be determined by the Board of Directors, by a committee composed of the President, Secretary, and Treasurer of the Council. The hearing shall be presided over by the President of the Council and shall be conducted in accordance with the procedures set forth in Section 7341 of the Corporations Code. The committee shall have the exclusive power and authority to decide whether the proposed termination shall take place and when, but in no event shall such termination take place later than the end of the Council's current fiscal year.

4. If a member fails to pay dues on or prior to the "Due Date" as defined below, the member's membership in the Council shall terminate on the Due Date. The Due Date is the later of: (a) sixty (60) days after the date of mailing the notice of annual dues as required by article IX of these bylaws; or (b) the date the Board has approved for the payment of annual dues by such member.
5. All rights of a member in the Council shall cease on the termination of such member's membership. Termination shall not relieve the member from any obligation for charges incurred, services or benefits actually received, or dues.
- K. Reinstatement. A member having terminated membership in the Council under the conditions listed in subparagraphs (J)(1)(i)(i), (ii), (iv), or (v) of this Article III may within one (1) year request reinstatement to membership without submitting a new membership application. If a terminated member is requesting reinstatement after an absence of longer than one (1) year then a new membership application must be submitted. All provisions of subparagraph (G) of this Article III will apply to reinstatements. Additionally, if the request for reinstatement is made within one (1) year of the termination, the annual membership dues shall be prorated in the same manner as applied to other new members.

#### **IV. Board of Directors**

- A. Director's Function. Subject to any limitations contained in these bylaws, the policies and affairs of the Council shall be vested in a Board of Directors of no less than seven (7) and no more than twelve (12) of whom four (4) shall be the officers of the Council.
- B. Representation. Insofar as possible, the Board of Directors shall be representative of the various categories engaged in by the membership.
- C. Vacancies. The Board of Directors shall have the power to fill vacancies occurring in the Board or in any of the offices of the Council.
- D. Election of Directors. The Board members shall be elected at the annual meeting of the Council and shall hold office for a term of three years, and until their successors are chosen. No Board member may succeed himself or herself in the same capacity on the Board of Directors, without at least a one-year intervention between terms.
- E. Removal of directors.
  1. The Board may declare vacant the office of a director on the occurrence of any of the following events:
    - i. The Director has been declared of unsound mind by a final order of court;
    - ii. The Director has been convicted of a felony;
    - iii. The Director has been found by a final order or judgment of any court to have breached duties imposed by Section 7238 of the Corporations Code; or
    - iv. The termination of the Director's membership in the Council.
  2. Any or all of the Directors may be removed without cause if, where the Council has fewer than fifty (50) members, such removal shall be approved by a majority of all members pursuant to Section 5033 of the Corporations Code; or where the Council has more than fifty (50) members, such removal shall be approved by the members within the meaning of Section 5034 of the Corporations Code.

#### **V. Officers**

The Officers of the Council shall consist of a President, a Vice-President, a Secretary, and a Treasurer. All of the officers shall be elected at the annual meeting of the board and shall hold office for the term of one year and until their successors shall be chosen.

- A. The President shall preside at all meetings of the Council; act as chairman of the Board of Directors and preside at meetings of the Board; be an ex-officio member of all standing committees; and act generally as the chief executive of the Council.
- B. The Vice-President shall perform all the duties of the President in the absence or disability of the President and shall have such other powers and perform such other duties that may be prescribed by the Council.
- C. The Secretary shall keep a record of the minutes of the meetings of the Board of Directors; ensure that a register showing the names and addresses of the members of the Council is maintained; ensure that notice of the meetings of the Council and the Board are given; and, generally, maintain all correspondence relative to activities of the Council and the Board.
- D. The Treasurer shall keep and maintain the accounts of the finances of the Council; receive and deposit all monies in the name and to the credit of the Council with such depositaries as may be designated by the Board of Directors; disburse such funds as directed by the Board of Directors; and submit a written statement of the financial condition of the Council as required by the Board of Directors.
- E. The Immediate Past-President shall advise the President.

## **VI. Nominations and Elections**

The Board of directors shall serve as the nominating committee and shall call for nominations from the Council at the final Council meeting of the year. The Board shall then submit a list of nominations, at the annual meeting of the Board for offices of the Council and the Board of Directors. Such nominations will be advisory only and the Council membership may make any other nominations in advance of the annual Board meeting.

## **VII. Meetings**

- A. Meetings of the Council.
  - 1. Regular meetings of the Council shall be held as scheduled by the Board of Directors.
  - 2. Special meetings of the Council may be called by a resolution of the majority of the Board of Directors, by any two officers of the Council, and/or by twenty five percent (25%) of the members of the Council.
  - 3. The annual meeting of the Council shall be held at the regular May meeting date or as near thereto as the Board may direct.
- B. Meetings of the Board of Directors.
  - 1. Regular meetings of the Board of Directors shall be held at the call of the President or any two officers.
  - 2. Special meetings of the Board of Directors shall be held at the call of the President or any two Directors.
- C. Place and Notice of Mailing.
  - 1. The Board of Directors will determine the place of all regular and annual meetings of the Council and the Board of Directors.
  - 2. Whenever Council members are entitled to take formal action at a meeting of the Council, written notice of the meeting shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting to each member, in person or by first-class mail, by fax, or e-mail.

3. Regular meetings of the Board of Directors may be held without notice if the time and place of such meetings are fixed by the Board of Directors. Four (4) days' notice by first-class mail or 48 hours' notice by personal delivery or telephone shall be given for all other meetings of the Board of Directors.
4. The entitlement to notice and the contents of the notice, to the extent not specified in these bylaws, shall otherwise conform to the minimum requirements set forth by law.

#### **VIII. Quorum**

- A. Twenty percent (20%) of the membership of the Council shall constitute a quorum for all matters pertaining to the Council.
- B. A majority of the membership of the Board of Directors shall constitute a quorum for all matters pertaining to the Board of Directors.
- C. A majority of votes cast on any issue at any meeting, at which a quorum is present, shall be sufficient to pass the issue at such meeting.

#### **IX. Dues**

The annual dues shall be set by the Board of Directors. The dues shall provide for the reasonable expenses of the Council. The Treasurer shall cause to have mailed a notice of annual dues to each member of the Council. The membership of any member who fails to pay his or her dues within sixty (60) days after the date of mailing may be terminated pursuant to Article III of these bylaws.

#### **X. Committees**

- A. Special committees may be appointed from time to time at the discretion of the Board and may include committees such as:
  1. Program Committee
  2. Membership Committee

The President shall appoint the Chairman of each committee. Said Chairman will be responsible for establishing his or her own committee from the membership. The respective committees shall meet at such times and places as may be decided by them.

- B. Program Committee. It shall be the function of the Program Committee to develop, arrange, and plan the program for each meeting; and to arrange for speakers, discussions, and other matters of interest to follow the business session of each meeting. The Committee shall have charge of publicity pertaining to meetings and programs.
- C. Membership Committee. It shall be the duty of the Membership Committee to adopt appropriate means of familiarizing persons in this area eligible for membership with the work of the Council and to encourage and solicit new members for the Council. The names of applicants recommended for membership by the Membership committee shall be submitted to the Board of Directors who shall approve or disapprove proposed applicants.

#### **XI. Amendments**

- A. Except as provided in paragraph (B) below, these bylaws may be amended, altered, repealed, suspended, or augmented by a majority vote at any regular meeting (or a special meeting called for that purpose) of either the general membership or the Board of directors wherein a quorum is present. These bylaws may also be amended by written assent of a majority of the membership wherein such written ballot is duly authorized by the Board of Directors.

- B.** The Board of Directors may not adopt a bylaw or amendment thereto changing the authorized number of Directors, extending any term of office, changing quorum requirements, changing proxy rights, or creating cumulative voting privileges.

## **XII. Annual Reports**

- A.** The Council shall notify each member yearly of the member's right to receive a financial report pursuant to Corporations code Section 8321(a). Except where the Council does not have more than one hundred (100) members or more than ten thousand dollars (\$10,000) in assets at any time during the fiscal year, on the written request of a member the Board shall promptly cause the most recent annual report to be sent to the requesting member. The annual report shall be prepared not later than one hundred and twenty (120) days after the close of the Council's fiscal year and shall contain the information set forth in Corporations Code Section 8321(a).
- B.** The Council shall furnish annually to its members a statement of any transaction or indemnification described in Corporations Code Section 8322(d) and (e), if such transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report hereinabove described in paragraph (A) of Article XII.