

*The mission of the Estate Planning Council of Diablo Valley is to provide opportunities for the practitioners of multiple disciplines, to meet for education designed to improve the level of proficiency regarding estate planning, as well as to foster relationships.*

## **ESTATE PLANNING COUNCIL OF DIABLO VALLEY**

(Revised through February 2005)

### **I. NAME AND PURPOSE**

1. The name of this corporation is ESTATE PLANNING COUNCIL OF DIABLO VALLEY.

2. The purpose of the Council is to provide a non-profit organization to further the education of the following professional groups thereby fostering a better understanding of the interrelationships of the various disciplines:

- Attorneys;
- Certified financial planners;
- Certified public accountants;
- Chartered financial consultants, chartered life underwriters;
- Independent fiduciaries;
- Trust officers; and
- Others engaged directly or indirectly in the field of estate and financial planning.

### **II. MEMBERSHIP**

1. There shall be four (4) levels of membership:  
(a) active; (b) associate;  
(c) honorary; and (d) retired.

2. An active member of this Council 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, and shall render professional services in one of the following classifications of estate and financial

planning: as an attorney, certified public accountant, certified financial planner, chartered financial consultant/chartered life underwriter, or trust officer/ independent fiduciary and shall also be a person who, in the opinion of the Board, would contribute to the purpose of the Council as a result of his or her specialized knowledge and skills. Each professional group shall be limited to thirty percent (30%) of the total active membership.

3. Applicants for membership shall attend at least one scheduled meeting of the Council, and thereafter within three (3) months (during which meetings are held) apply for membership in writing.

4. Applicants for membership shall become members upon vote of two-thirds (2/3) of the Board of Directors present at a duly constituted meeting of the Board.

5. Membership may be terminated at the discretion of the Board of Directors upon any of the following grounds:  
(a) failure to attend at least three meetings during any fiscal year, subsequent to the year of admission to membership, unless excused by the Board; (b) failure to pay dues; (c) failure to conduct himself or herself in conformity with the standard of ethics of his or her profession; (d) inactivity in the field of estate planning; (e) other good cause. Termination of a member shall be by vote of two-thirds (2/3) of the Board of Directors 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 therefor, and shall have the right to appeal such termination to the membership at the next regular meeting of the Council.

6. Any member may resign from the Council upon notice in writing to the Board. No dues shall be refunded to resigning members.

7. Each active member shall be entitled to one vote and shall enjoy all of 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.

8. Associate members are persons approved by the Board as members who do not otherwise meet the qualifications for active membership. Their annual dues will be the same as those of an active member.

9. Honorary members shall be those persons named to be such by the Board of Directors by a majority vote at a duly constituted meeting of the Board, whether upon application or not. Persons shall be considered for honorary membership in the Council who are connected with and/or are interested in the field of estate planning. Persons so named to honorary membership in the Council shall be approved by a majority of the general membership present at any regularly called membership meeting. They shall pay no dues unless they desire to enjoy the benefits of active membership and are eligible therefor.

10. Retired members shall be those persons who have previously been active members for a period of at least five (5) years, have attained age 55, and have retired from the occupation which previously qualified them for active membership. Their annual dues will be twenty-five percent (25%) of those for active members.

11. Associate members, honorary members, and retired members shall have no vote, shall hold no office, and may not serve as an officer, director, or member of any committee. Associate, honorary, and retired members are exempt from attendance requirements.

12. Members are prohibited from designating membership in the Council on stationery or business cards.

13. Members, subject to all other rules of quorum and other procedures and practice, may meet and conduct council business with the membership electronically.

### **III. OFFICERS**

1. The officers of the Council shall consist of a President, a Vice President, a Secretary, and a Treasurer.

2. All officers shall be selected by a vote of a majority of the members of the Council present at a regular meeting, and shall hold office for one (1) year and until their successors shall be 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. The Treasurer shall arrange to:

(a) Deposit all funds of the Council 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 four (4) officers duly elected to office;

(b) Prepare and submit to the Board of Directors a statement of the financial condition of the Council immediately after the close of each fiscal year, and at such other times as requested by the President;

(c) Keep a record of each member, active, associate, honorary, and retired, showing dues paid and unpaid;

(d) Bill each member in advance for annual dues;

(e) Handle collections at the door at meetings; and

(f) Pay the monthly bills.

5. The Treasurer's books shall be audited annually by a member appointed by the President.

6. The Secretary shall arrange to:

(a) Prepare and mail meeting notices; and

(b) Maintain a list of members.

7. The Vice President shall:

(a) Be responsible for monthly programs and speakers; and

(b) Preside at meetings in the absence of the President.

8. The President shall:

(a) Make arrangements for suitable meeting places;

(b) Appoint committees;

(c) Call meetings; and

(d) Generally supervise the operation of the Council.

#### **IV. BOARD OF DIRECTORS**

1. All powers necessary for the government of the Council shall be vested in the Board of Directors, which shall be composed of eleven (11) members, including the incumbent officers and immediate Past President of the Council.

2. At each annual meeting, three (3) members shall be elected for a term of two (2) years. Each member of the Board of Directors shall serve for a term for which he/she shall have been elected and until election of his/her successor. The Board may fill any vacancies occurring between annual meetings.

3. Meetings of the Board of Directors may be called by the President at his/her discretion, and shall be called on written request to the President from any three members 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. Six (6) members of the Board of Directors shall constitute a quorum thereof.

## **V. OTHER COMMITTEES**

1. 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 he/she shall deem advisable to further the interests of the Council and its members, and shall delegate to such committees such power and authority as the Board of Directors shall deem advisable.

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

## **VI. MEETINGS**

1. The annual meeting of the Council shall be held in May of each year and at such time and place as may be selected by the Board of Directors. The Secretary shall mail each member a notice of the meeting at least ten (10) days prior thereto.

2. Meetings for the furtherance of the objects of this Council shall be held monthly or as called by the President or Board of Directors at stated times in their discretion.

3. The Board, subject to all other rules of quorum and other procedures and practice, may meet and conduct business of the Board electronically.

## **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 1.

4. At the annual meeting the active members shall be entitled to vote for any candidate named 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 annual dues shall be set by the Board of Directors, shall be payable upon billing, and shall become delinquent sixty (60) days thereafter.

2. No members shall ever be subject to any fine or assessment beyond the annual dues, except as voted by three-fourths (3/4) of the membership at

a meeting in the notice of which it was stated that the subject would be acted upon.

3. The fiscal year of the Corporation shall be from July 1 to the following June 30.

## **IX. QUORUM**

One-quarter (1/4) of all active members of the Council in good standing shall constitute a quorum thereof for purposes of doing business, except as otherwise set forth herein.

## **X. DISSOLUTION**

Upon the dissolution or winding up of the association, 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 that time.

## **XI. AMENDMENTS**

These By-Laws 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 shall include a copy of the proposed amended Bylaws and shall have been mailed to all members at least ten (10) days prior to the date of such meeting announcing that amendments to the By-Laws will be acted upon.