



Estate Planning Council of San Diego BY-LAWS

Complete Restatement and Amendment

ARTICLE I.

GOVERNING DOCUMENT

These By-Laws shall govern the operation of THE ESTATE PLANNING COUNCIL OF SAN DIEGO, a California non-profit association.

ARTICLE II.

NAME AND LOCATION

Section 2.1.

The name of this non-profit association is THE ESTATE PLANNING COUNCIL OF SAN DIEGO.

Section 2.2.

The location and principal office for the business shall be in the County of San Diego, State of California. The mailing address is P.O. Box 880536, San Diego, CA 92168, and may be changed from time to time.

ARTICLE III.

QUALIFICATIONS OF MEMBERS

Section 3.1.

There shall be three (3) classes of members; one shall be known as "Associate Members," the second shall be known as "Active Members," and the third shall be known as "Emeritus Members."

Section 3.2.

Associate Members shall be limited to persons who are actively engaged in the field of estate planning, have a majority of his or her business in the County of San Diego, State of California, and fall into one (1) of the following categories: (1) Certified Public Accountants, (2) attorneys, (3) life insurance agents or representatives, (4) trust officers/professional fiduciaries or CTFAs, (5) Certified Financial Planner® practitioners or investment advisors, (6) charitable planned giving professionals, or (7) other professionals engaged in activities that are related to estate planning but that are not covered in the first six categories set forth above. Associate Members shall be limited to persons engaged in business in each of the foregoing seven (7) categories. Criteria for Associate Members shall include a bachelor's degree from an accredited four-year college or university or equivalent work experience and less than five (5) years of estate planning experience within the category of membership. Associate Members will not have voting rights.



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Section 3.3.

Active Members shall be limited to persons who are actively engaged in the field of estate planning, have a majority of his or her business in the County of San Diego, State of California, and fall into one (1) of the following categories: (1) Certified Public Accountants, (2) attorneys, (3) life insurance agents or representatives, (4) trust officers/professional fiduciaries, (5) Certified Financial Planners® or investment advisors, (6) charitable planned giving professionals, or (7) other professionals engaged in activities that are related to estate planning but that are not covered in the first six categories set forth above. Active Members shall be limited to persons engaged in business in each of the foregoing seven (7) categories. Criteria for Active Members shall include a bachelor's degree from an accredited four-year college or university or equivalent work experience and at least five (5) years of estate planning experience within the category of membership.

Section 3.4.

As to Associate and Active Members, the following additional criteria shall apply:

- (1) Certified Public Accountants - active certification by the California State Board of Accountancy (C.P.A.);
- (2) Attorneys - J.D. or LL.M. degree and active membership in the California State Bar;
- (3) Life insurance agents or representatives - certification as Chartered Life Underwriter (CLU), or as Chartered Financial Consultant (ChFC);
- (4) Trust officers/professional fiduciaries – an employee for an FDIC-insured institution, or its holding companies, subsidiaries, or affiliate for trust officers or at least three (3) years of experience working as a professional fiduciary;
- (5) Financial/investment advisors - at least fifty percent (50%) of income derived by investment activities (other than commissions on insurance products);
- (6) Charitable planned giving professionals – supports non-profits and charitable organizations with the stewarding of gifts by donors.
- (7) Related professionals- at least five (5) years' experience within the same discipline or occupation that is a related profession to estate planning including, but not limited to, real estate, business valuation and caregiving services.

Section 3.5.

"Emeritus" members shall be individuals who have maintained an active membership pursuant to Section 2.2 of this Article for a period of not less than ten (10) years and who have attained the age of fifty-five (55). Approval of the Executive Committee must be obtained before a change in membership status from "active" to "emeritus" can be made. A separate category of dues shall be maintained for members in this category and the requirements for attendance set forth in Article V shall not be applicable to this category of membership.



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ARTICLE IV

ADMISSION OF NEW MEMBERS

Section 4.1.

A prospective new member must possess the qualifications set forth in Article III, Sections 3.2 or 3.3. An application for membership must be in writing, addressed to the Membership Chair and endorsed in writing by at least two (2) members, at least one (1) of whom should be in the category of membership applied for.

Section 4.2.

Within a reasonable time following the receipt of a completed membership application (including endorsements), the Membership Chair shall notify the Executive Committee of such application. The Executive Committee will vet the application and approve the candidate for membership. If approved, the Executive Committee will notify the Active and Emeritus Members of the prospective member's name, address, business affiliation and classification of the applicant in writing or via email.

Section 4.3.

Any Active or Emeritus Member desiring to object to the admission of any prospective new member shall confide his or her objection to any one of the members of the Executive Committee. Any objection which is based upon reasonable cause in the judgment of the Executive Committee, by a majority vote, shall determine whether any objection to a proposed new member is based on reasonable cause. The Executive Committee shall hold in the strictest confidence any such information, including the identity of any objector and the nature of such objection.

Section 4.4.

If no objection is made to a proposed member or the objections are determined by the Executive Committee not to be based on reasonable cause, the individual shall be approved for membership and the Membership Chair shall so notify the applicant in writing or via email. If there is an objection deemed to be valid by the Executive Committee, the applicant shall be so notified in writing by the Membership Chair.

Section 4.5.

Unless the invitation to membership is accepted by the proposed new member within (60) days of the notice of approval of membership, then the invitation to membership shall be considered as declined. Said written acceptance shall be accompanied by payment in advance on a pro-rata basis as determined by the Executive Committee and will be based on the number of meetings that remain until the end of the fiscal year.



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ARTICLE V

TERMINATION OF MEMBERSHIP

Section 5.1. Leave of Absence Members

A member may request a leave of absence for one (1) year. If such request is approved by the Executive Committee, the member shall be given a leave of absence for twelve (12) months.

Section 5.2. Readmission of Previous Members

Readmission of members who have previously held Associate, Active or Emeritus membership shall be readmitted upon completion of a readmission application. If such request is approved by the Executive Committee, the member shall be pay membership dues at a prorated fee for the remainder of the term.

Section 5.3. Termination of Membership

The membership of any member who misses more than three (3) consecutive meetings or who misses five (5) out of seven (7) consecutive meetings may be forfeited upon the vote of a majority of the Executive Committee. Prior to voting on any such forfeiture, the Executive Committee shall ascertain the reasons for the absences and shall ask the member whether or not he or she desires to remain a member. In making such a determination, the Executive Committee shall consider whether the retention of the member is in the best interests of the association and whether he or she has been faithful in paying dues and attending meetings.

The membership of any member may be terminated for cause if the Executive Committee unanimously concludes that such member has engaged in conduct that is injurious to or not in the best interest of the association.

ARTICLE VI

MEETINGS OF MEMBERS

Section 6.1. Annual Meetings

Annual meetings of the members of this association for the election of officers and for the transaction of such other business as may properly come before such meeting shall be held on the same date as the last regular monthly meeting of each year, commencing with the May meeting.

Section 6.2. Regular Monthly Meetings



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Regular monthly meetings shall generally be held on the third (3rd) Tuesday of each month from September to May of each year to the extent possible, except for December. Such meetings shall be held at such time and place as shall be designated by the Executive Committee. In the event that there is a problem with the regular monthly meeting date (i.e. holiday room not available, etc.) the meeting shall occur on the previous or following Tuesday. Formal notice of all regular annual and regular monthly meetings is hereby dispensed with. The Executive Committee shall have power, for good cause, to change the regular monthly meeting date of any meetings; provided, however, that written or email notice of the change of date of an annual meeting shall be given by email to all members, which notices shall be posted at least ten (10) days before the date herein fixed for such meeting. Each member, if unable to attend any meeting, may designate a substitute to attend in his place.

Section 6.3. Membership Fees

The annual membership fee shall be determined by the Executive Committee each year prior to annual renewal of membership and is due prior to the first meeting in September of each year.

Section 6.4. Use of Membership Fees

The Treasurer may act as a depository of membership fees. The Executive Committee may use annual membership fees for food and beverage charges incurred at meetings of any type. Any such membership fees not utilized for food and beverage charges for members are considered and held as a gratuitous contribution to the association and shall be applied as needed by the Treasurer, and as directed by the majority of the Executive Committee, toward any other expenses of the association.

ARTICLE VII

OFFICERS, BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

Section 7.1. Officers

The Officers of this organization shall be a President, a Vice President, a Secretary, a Treasurer and a Membership Chair. No two (2) Officers shall be from the same membership category. The President, and in his or her absence, the Vice President, and in the absence of both, the Secretary shall preside at all meetings of the members and meetings of the Executive Committee and they shall perform such other duties as are prescribed herein and as are incident to such offices. The President shall appoint all committees and preside over the monthly meetings. The Vice President shall be responsible for speakers. The Secretary will be responsible for all administrative correspondence, amendments to By-Laws, recording minutes at board meetings, and for serving as a back-up to the associations administrative person. The Treasurer will be responsible for the collection of dues, meeting fees, and the payment of other administrative invoices. The Membership Chair shall be responsible for recruiting new members, all new membership applications and processing the same, and membership records of the association.

Section 7.2. Elections



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Election of the President, the Vice President, the Secretary, the Treasurer and the Membership Chair shall be held at the last regular annual meeting of each year commencing with the May meeting. At least one (1) month prior to the annual meeting, the Executive Committee shall propose a slate of officers for the ensuing year. Unless the Executive Committee determines otherwise by majority vote, the slate of Officers for election for the ensuing year shall be as follows: The Vice President shall be nominated for President. The Secretary shall be nominated for Vice President. The Treasurer shall be nominated for Secretary. The Membership Chair shall be nominated for Treasurer. An active member from the council shall be nominated as Membership Chair. Nominations for such offices may also be made at the regular annual meeting. Election shall be by secret ballot; provided, however, if there is a single nominee for each office and no additional nominations are made at the regular annual meeting prior to voting, then the secret ballot can be dispensed with unless two (2) or more members who are present request secret balloting. A majority of the members at the regular annual meeting shall constitute a quorum for the election of officers. Voting shall be only by those present and not by proxy. A simple majority of votes of those present is sufficient to elect any candidate to office. Officers selected in May shall serve from the following July 1 to June 30.

Section 7.3. Resignation, Removal or Death of Officer

An officer may resign by giving written email notice, effective upon date of receipt or any later time specified in such writing. An officer may be removed by a majority vote of the other board members with or without cause. A vacancy caused by death, resignation or removal, shall be filled by vote at any regular meeting of the members, and the person so appointed shall serve until the next annual meeting of the members, and until his or her successor has been duly elected and qualified.

Section 7.4. Executive Committee

The President, Vice President, Secretary, Treasurer, Membership Chair and the immediate past President of this association shall constitute the Executive Committee and Board of Directors of this association. The Executive Committee shall have power and authority to conduct all business and affairs of this association except the power to adopt, amend or repeal By-Laws.

ARTICLE VIII

GUESTS

Section 8.1.

Each active member may invite guests to each regular meeting, and each host member inviting a guest shall notify the Secretary of the guest's attendance prior to said meeting. The host member shall be personally responsible to pay a guest fee for each such guest if the guest does not pay their own fee. The Executive Committee may authorize open meetings to which the public may be invited or may waive guest fees.

ARTICLE IX



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SOLICITATION

Section 9.1.

The By-Laws of this organization may be added to, amended or repealed by a majority vote of the members at any regular meeting. Any such proposed change shall be presented at the regular meeting immediately preceding the meeting at which the vote is to be taken or emailed to each active member at least two (2) weeks prior to such meeting.

The above By-Laws of THE ESTATE PLANNING COUNCIL OF SAN DIEGO were duly adopted at the general meeting held on _____.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that:

1. I am the duly elected and acting Secretary of THE ESTATE PLANNING COUNCIL OF SAN DIEGO, a California non-profit association; and

2. The foregoing Complete Restatement and Amendment to the By-Laws was duly adopted by Unanimous Written Consent in Lieu of Meeting of the Board of Directors of the ESTATE PLANNING COUNCIL OF SAN DIEGO dated _____:

Effective _____, at San Diego, California.


Goli Alavi (Mar 31, 2017)

Goli Alavi, Secretary



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UNANIMOUS WRITTEN CONSENT IN LIEU OF MEETING OF THE BOARD OF DIRECTORS OF THE ESTATE PLANNING COUNCIL OF SAN DIEGO

The undersigned, constituting all of the Board of Directors of THE ESTATE PLANNING COUNCIL OF SAN DIEGO, a California non-profit association, hereby consent in writing to the Complete Restatement and Amendment to the By-Laws of THE ESTATE PLANNING COUNCIL OF SAN DIEGO without a meeting, pursuant to §7211 of the California Corporations Code.

This Consent may be executed in counterparts and shall be effective for all purposes on

_____.

Cristanne M. Leitner
Cristanne M. Leitner (Mar 29, 2017)

Cristanne Leitner

Goli Alavi
Goli Alavi (Mar 31, 2017)

Goli Alavi

Cheryl Kessler

Cheryl Kessler

Amy Walling
Amy Walling (Apr 3, 2017)

Amy Walling

Laura Lamb Nichols
Laura Nichols (Mar 30, 2017)

Laura Lamb Nichols

Matthew Showley
Matthew Showley (Apr 3, 2017)

Matthew Showley