

GREATER BOCA RATON ESTATE PLANNING COUNCIL, INC.

BY-LAWS

I. GOALS

The goals of the Council are:

- A. To provide a better understanding of the services which professionals in the estate and financial planning fields can render for their clients and the general public; and
- B. To promote cooperation between professionals in the estate and financial planning fields and to foster a better understanding of the proper relationship which such professionals bear to each other, their clients and the general public.

II. MEMBERSHIP

A. Initial Eligibility and Qualification Requirements.

1. The membership of the Council is restricted to individuals who are actively engaged in estate or financial planning for not less than three (3) years and occupy one of the professional or vocational licenses, designations or employment status specified in this Section A.1 for at least one (1) full year in the State of Florida.

- a. Officers of corporations authorized to exercise trust powers in the State of Florida;
- b. Attorneys-at-Law licensed to practice in the State of Florida;
- c. Certified Public Accountants licensed to practice in the State of Florida, enrolled IRS agents, or full-time employees of the IRS;
- d. Certified Financial Planners, Chartered Life Underwriters, Chartered Financial Consultants, Chartered Financial Analysts, Chartered Market Technicians, Certified Trust and Financial Advisors, Certified Investment Management Analysts, or Chartered Alternative Investment Analysts;
- e. Certified Fund-Raising Executives (CFRE) or full-time development professionals that manage planned giving activities for their organization, have five (5) or more years of professional experience in roles that include planned giving, or are employed by or consulting with Section 501(c)(3) organization(s); or
- f. Individuals who previously held membership in the Council, are retired or not presently working, and are approved by the Board of Directors.

B. Renewal Eligibility Requirements.

A member who is still described in Section A is eligible to renew his or her membership.

C. Procedure.

Each application for membership shall be filed with the Vice President of Membership, on such form and in such manner as may be approved, from time to time, by the Board of Directors. The application shall be reviewed by the Board of Directors, who shall have the sole and exclusive authority to determine whether an applicant meets the requirements for membership set forth in this Article and to approve or disapprove the application by a majority vote at any meeting of the Board of Directors at which a quorum is present.

D. Honorary and Associate Members.

1. The Board of Directors may confer annual honorary memberships on members of the judiciary, members of the teaching profession, and such other persons as it deems appropriate and in the best interest of the Council.

2. The Board of Directors may confer annual associate memberships on:

(a) students who are enrolled in Florida colleges or post graduate programs and are pursuing a degree or career in law, accounting, estate planning or financial planning, and (b) graduates of college or post graduate schools (in Florida or outside of Florida) who maintain their primary residence in Florida, are actively engaged in estate or financial planning in Florida, but have been so engaged for less than three (3) years.

3. Associate members will not have any rights, privileges, or prerogatives of membership, other than the right to attend meetings and pay for the meetings they attend as set forth under the rules and regulations adopted by the Board of Directors.

III. BOARD OF DIRECTORS

A. Powers.

All powers necessary for the government of the Council shall be vested in a Board of Directors composed of the Officers described below and a maximum of eight (8) Directors-at-large. There shall be at least one (1) Member of the Board of Directors from each of the professions described in Article II.A.1.a. through A.1.e. Except as otherwise provided herein, any action by the Board of Directors shall require the majority vote of those present at a Board of Directors meeting where a quorum exists.

B. Tenure of Directors.

1. Directors-at-large shall serve for a term of one (1) year. No Director-at-large may serve more than three (3) terms, except as provided in B.3.

2. The Board of Directors shall have the power to fill for the unexpired term any vacancy which may occur (including Officers) by a concurrence of at least a majority of the Board of Directors.

3. A Director-at-Large who has completed the maximum allowable tenure as provided in B.1. may not be re-elected to the same position until he or she has spent

one (1) year off of the Board, except that he or she may serve in an Officer position as provided in Section C. of this Article.

C. Tenure of Officers.

1. The President, President-Elect and President Emeritus shall each serve for a term of one (1) year. Any person elected as President-Elect shall automatically serve as President and President Emeritus in consecutive years. Once a person has served as President Emeritus, he or she cannot be elected to the Board of Directors except as provided in C.3.

2. All other officers not listed in C.1. shall each serve for a term of one (1) year but may be re-elected for one additional one (1) year term. The aforementioned officers shall serve a maximum of five (5) terms.

3. An Officer who has completed the maximum allowable tenure as provided in C.1 and C.2 may not be re-elected until he or she has spent one (1) year off of the Board of Directors.

D. Director Emeritus.

The Board of Directors may, from time to time, select up to five (5) additional Directors, each of whom shall be designated as a "Director Emeritus." A Director Emeritus shall be a person who has previously served as President of the Council and whose service and dedication to the Council are so exemplary and outstanding that a special office is appropriate to encourage his or her continued participation with the Council. The term of each Director Emeritus shall be set at his or her election, and, in the absence of a specified term, he or she shall continue in office until (1) his or her resignation, (2) his or her removal by the Board, or (3) until the expiration of a period of five (5) years, whichever first occurs. Directors Emeritus shall serve without a vote. Each Director Emeritus shall be accorded all of the rights, privileges, and prerogatives of the other Directors, as well as the additional esteem, eminence and regard befitting their exemplary contributions to the Council.

E. Meetings.

Meetings of the Board of Directors may be called by the President at his or her discretion, or when required to do so by any three (3) members of the Board of Directors. It shall be the duty of the Board of Directors to establish rules of procedure and practice for Board meetings, subject to the approval of, or amendment by, the Council.

IV. OFFICERS

A. Officers.

The Officers of the Council shall consist of a President, a President-Elect, a President Emeritus, a Vice President of Programs, a Vice President of Membership, a Vice President of Technology, a Secretary, a Treasurer, and such other officers, if any, as the

Board of Directors shall deem necessary. Officers shall hold office for one (1) year or until their successors shall be chosen.

B. Duties.

Unless otherwise provided by the Board of Directors from time to time:

1. The President shall preside at all meetings of the Council and the Board of Directors, and shall select the menus and the meeting locations.
2. The President-Elect shall perform the duties of the President in the absence of the President.
3. The President Emeritus shall act as a resource to the President.
4. The Vice President of Programs shall perform the duties of the President in the absence of the President and the President-Elect, and shall also chair the Program Committee. The Vice President of Programs shall also be responsible for obtaining speakers, arranging for speakers' gifts, and obtaining sponsors for meetings.
5. The Vice President of Membership shall be responsible for providing for and supplying membership applications, for collecting such applications from applicants and for submitting the applications to the Board of Directors for approval. The Vice President of Membership shall be responsible for maintaining the official membership list of the Council, and shall be responsible for the production and distribution of the annual membership director.
6. The Vice President of Technology shall be responsible for the content and appearance of the Council website and the use of the website for communication with members.
7. The Secretary shall keep a record of proceedings of all meetings of the Board of Directors and shall be responsible for the distribution of minutes of Board Meetings to all Board Members.
8. The Treasurer shall be responsible for all funds and property of the Council. The Treasurer shall collect and deposit all funds of the Council in the name of the Council in a bank or trust company located in Florida. All withdrawals of such funds shall be on checks or orders signed by the President, President-Elect or Treasurer. The Treasurer shall prepare and submit a statement of the financial condition of the Council at such time and in such manner as the Board of Directors may require. The Treasurer shall be responsible for filing annual reports and tax returns.

V. QUORUMS

A. Board of Directors.

A simple majority of the Board of Directors shall constitute a quorum for the transaction of business.

B. Council.

A simple majority of the membership at any regular meeting of the Council shall constitute a quorum for the transaction of Council business.

VI. NOMINATIONS AND ELECTIONS

The Board of Directors shall, at least sixty (60) days prior to the date of the annual meeting, appoint a Nominating Committee to submit a list of nominees to serve as officers and directors of the Council for the following fiscal year. The Nominating Committee shall consist of the President-Elect and two (2) other members (at least one (1) of whom is not then serving on the Board of Directors). The Chairperson of the Nominating Committee shall be the President-Elect. The Nominating Committee shall file their nominations with the Secretary at least thirty (30) days prior to the date of the annual meeting. The Secretary shall, within five (5) days of receipt of the nominations by the Nominating Committee, communicate notice of the nomination to all members of the Council. In addition, any five (5) members of the Council, by notice in writing filed with the Secretary at least fifteen (15) days prior to the date of the annual meeting, may nominate candidates for officers of the Council and for other members of the Board of Directors. The membership shall be entitled to vote for any candidate named by any of the above methods at the annual meeting. The candidate for each position receiving the majority of votes shall be declared elected.

The Nominating Committee shall also be responsible for recommending any member(s) for the Greater Boca Raton Estate Planning Council Outstanding Leadership Award (the "Award"). The Award can be given to previous president, outgoing president, officer, or any council member who has shown outstanding leadership and service. Recipient qualities and/or selection criteria include, but are not limited to, the following: i) leadership and service to the Council; and ii) consistent mentoring/welcoming of members and sponsors into the Council. If the Award is given in memory of an honored member, the Council and/or the Award Sponsor may provide a gift in memory of the recipient to a memorial scholarship fund or to some other appropriate charitable fund selected by the Board of Directors. The Board may choose to give the Award to one or more members and may also choose not to give the award. The Nominating Committee's recommendation must be approved by the Board. The Award will be given at the final annual dinner meeting of the Council.

VII. ANNUAL MEETING AND FISCAL YEAR

- A. The annual meeting of the Council shall be held on such date and at such time and place as may be selected by the Board of Directors. The fiscal year of the Council shall commence on July 1 and end on June 30 of the following year.
- B. The newly elected Board of Directors shall take office at the beginning of the fiscal year.

VIII. COMMITTEES

The Board of Directors of the Council shall have the power to establish committees to further the interest of the Council and its members and to delegate to such committees such powers and authority as the Board of Directors shall deem advisable.

IX. MEETINGS

Meetings for the furtherance of the objectives of the Council may be called by the Board of Directors at stated times, or from time to time in their discretion. The program of such meetings shall be arranged by the Board of Directors and/or the Program Committee. Any member may, in writing addressed to the Secretary, request the Board of Directors to bring up for discussion at any meeting any matter in which he or she may be interested.

X. DUES AND FEES

A. The annual dues and other fees of the Council shall be set by the Board of Directors.

B. Registration.

1. Notice of dues shall be distributed on or before August 15, and a second notice shall be distributed on or before September 15. Members whose dues remain unpaid on October 1 shall be dropped from the rolls. Their names will not appear in the membership directory. Reinstatement will be made only after the approval of the Board of Directors and after payment of all delinquent dues.

2. A member who has not renewed the previous fiscal year must apply as a new member.

XI. EXPULSION FROM MEMBERSHIP

Any member charged with conduct unbecoming a member of the Council and against whom such charges are sustained, after hearing before the Board of Directors, may be expelled from membership by a two-thirds (2/3) vote of the entire Board of Directors. All complaints shall be referred to a special committee appointed by the Board for the purpose of investigating, reporting and making a recommendation before any action is taken by the Board of Directors on such charges.

XII. ADVERTISEMENT

No member of this Council shall promote, in any unprofessional manner or in any manner unbecoming of a member in the Council, his or her affiliation with the Council including, but not limited to, any form of advertisement or solicitation of business.

XIII. AMENDMENTS

These By-Laws may be amended at any annual or special meeting of the Council by a vote of two-thirds (2/3) of the members present, provided that notice setting forth the proposed amendment shall have been communicated to all members at least five (5) days prior to the date of such meeting, and provided further that the Board of Directors shall have previously approved such amendment.

XIV. DISSOLUTION

In the event of a dissolution of the Council, any remaining assets, after payment of all debts and obligations, shall be assigned, transferred and set over to one (1) or more local organizations exempt under Section 501(c)(3) of the Internal Revenue Code, chosen by the members of the Board of Directors then in office. No funds of the Council shall be returned to the membership.

XV. RULES AND REGULATIONS

The Board of Directors may make such Rules and Regulations as the Board of Directors deems necessary and appropriate from time to time to carry out the goals of the Council, the Articles of Incorporation, or these By-Laws.

XVI. COPY OF THESE BY-LAWS

A copy of these By-Laws, together with the then existing Rules and Regulations of the Council, shall be posted on the website maintained by the Council.