

AMENDED AND RESTATED BYLAWS OF THE  
NORTHWEST WASHINGTON ESTATE PLANNING COUNCIL

ARTICLE I. - Mission

The primary mission of the Northwest Washington Estate Planning Council is to provide quality education for its members; to enhance understanding of the various professions represented by the Council; and to foster collegiality among its members.

ARTICLE II. – Membership

Section A. Qualifications of Regular Members. Persons eligible for regular membership in the Council shall consist of persons who are actively practicing estate planning, or matters directly related to estate planning, in the Whatcom, Skagit, Island, and/or San Juan Counties, and i) have one or more of the following professional credentials and are in good standing with their professional association, or ii) are in one of the following positions:

1. Certified Trust and Financial Advisors (CTFA);
2. Certified Life Underwriters (CLU), Registered Health Underwriters (RHU), or Certified in Long Term Care (CLTC);
3. Attorneys, who are licensed to practice law in the state of Washington;
4. Certified Public Accountants (CPA), who are licensed to practice public accounting in the state of Washington;
5. Certified Financial Planners (CFP) or Chartered Financial Consultants (ChFC);
6. Executive directors of charitable organizations described in Section 170(b)(1)(A), 170(c), 2055(a), or 2522(a) of the Internal Revenue Code; and
7. Accredited Estate Planners (AEP), accredited by the National Association of Estate Planners and Councils.

If at any time the foregoing eligibility requirements of these Bylaws are amended, then existing regular members who no longer meet the eligibility requirements, as amended, shall nevertheless retain regular membership, so long as their dues are paid current and they continue to meet the eligibility requirements that existed on their admission as members.

Section B. Associate Members.

Associate membership in the Council may be extended to individuals who, in the judgment of the Board of Directors, merit such membership. Associate members shall be admitted following approval by a majority of the Board. Associate members may represent themselves in marketing materials only as associate members.

Associate members may speak at any meeting of the Council, but they may not offer motions or vote, hold any office or directorship in the Council, serve on any of the Council's committees other than as advisor, or act as the Council's representative or agent.

Section C. Sponsorship and Approval of Members. In order to become a member, whether regular or associate, an eligible person must be sponsored for membership by two (2) members of the Council, at least one of whom shall be a current member of the Board of Directors. The names of persons sponsored for membership shall be submitted to the Board at any board meeting on such membership application form as has been approved by the Board from time to time. A copy of the current membership application form shall be maintained in the Council's minute book, along with these Bylaws. Upon approval by the affirmative vote of a majority of the Board, a sponsored person shall become a member of the Council.

Section D. Disqualification and Removal of Members. Any regular member who no longer meets the eligibility requirements for regular membership which existed on his or her admittance as a regular member shall no longer qualify as a regular member. He or she shall notify the secretary of his or her disqualification, and of other qualifying credentials or positions, if any. The Board of Directors shall then have the authority to determine such member's status with the Council, including the possibility of changing the member's status to associate member.

A majority of the Board of Directors may remove a regular or associate member for any reason which it deems sufficient.

ARTICLE III. – Member Meetings

Section A. Regular and Special Meetings. Regular meetings of the members shall generally be held at 6:00 p.m. on the third Wednesday of odd-numbered months, with the exception of July. The annual meeting of the members shall be held at the May regular meeting. Special meetings of the members may be called by the president, by the Board of Directors, or by

written request signed by not less than 25% of the regular members and delivered to the secretary.

Section B. Notice of Regular and Special Meetings. Written notice of the location and date of the regular meetings of the members for September through May of each year shall be provided by mail, email, or facsimile to members at least one (1) week before the first regular meeting of each fiscal year. Written notice stating the place, day, and hour of any special meeting of the members shall be provided by mail, email, or facsimile to each member not less than seven (7) nor more than thirty (30) business days before the date of such meeting, by or at the direction of the president, the Board of Directors, or the regular members calling the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice.

Section C. Quorum. Twenty percent (20%) of the regular members shall constitute a quorum at any meeting of the members. If a quorum is not present at any meeting of the members, a majority of the regular members present may adjourn the meeting from time to time without further notice.

Section D. Voting. Each member, other than an associate member, shall be entitled to one (1) vote on each matter submitted to a vote of the members. The affirmative vote of a majority of the regular members present shall be required for action to be taken, unless a greater number is required by law or these Bylaws.

#### ARTICLE IV. – Board of Directors

Section A. General Powers. The affairs of the Council shall be managed by a Board of Directors.

Section B. Number, Tenure and Qualifications. The Board of Directors shall consist of nine (9) directors, including five (5) officers and four (4) other directors. At least one (1) director shall be elected from each of the first five (5) groups specified in Section A of Article II of these Bylaws. The directors shall be elected at the annual meeting of the members, and each director shall serve for a one-year term and until his or her successor is elected and qualified. Directors may be re-elected to successive terms. Directors must be regular members of the Council.

Section C. Regular Meetings. A regular meeting of the Board of Directors shall be held prior to each regular meeting of the members. The September meeting of the Board shall be the annual meeting of the Board, at which meeting the budget for the upcoming fiscal year shall be adopted. Dates of regular meetings of the Board for the upcoming year shall be determined at the Board's annual retreat.

Section D. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or a majority of the Board.

Section E. Notice of Special Meetings. Notice of regular meetings and any special meeting of the Board of Directors shall be given at least five (5) business days before such meeting by written notice sent by mail, email, facsimile, or telephone to each officer and director at his or her address as shown by the records of the Council. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. In case of a special meeting or when required by statute or these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice.

Section F. Attendance. Any member of the Board of Directors who fails to attend two (2) Board meetings in any fiscal year may be removed by a majority vote of the Board, after notice in accordance with Section E above, which notice shall state the potential for such removal.

Section G. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Board is present at such a meeting, a majority of the board members present may adjourn the meeting from time to time without further notice.

Section H. Manner of Acting. The act of a majority of the board members present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section I. Informal Action by Directors. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by all

members of the Board of Directors. Email and facsimile signatures are acceptable. Meetings duly called may also be conducted by telephone; provided, however, that no action may be taken at any such meeting except upon the affirmative vote of a majority of the Board. Directors may assign their vote by proxy to another director, if unable to attend a meeting. Such assignment must be in writing, signed by the assignee director, and delivered to the secretary prior to or at said meeting.

Section J. Vacancies. Any vacancy occurring in the Board of Directors during a term of office shall be filled by the Board. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. In the event that a majority of the directors should resign or refuse to function, then a special meeting of the membership shall be called for the purpose of electing such directors' successors.

Section K. Compensation. Directors, as such, shall not receive any compensation for their services; but nothing herein contained shall be construed to preclude any director from providing services to the Council requested by the Board of Directors and receiving reasonable compensation for services actually performed.

Section L. Indemnification of Directors, Officers and Employees. To the extent permitted by RCW 23B.08.500-600, or as otherwise permitted by the Washington Business Corporation Act or Title 24.03 RCW dealing with Washington non-profit corporations, each as amended from time to time, the Council may indemnify each person who is or was an officer, director, agent, or employee of the Council for any loss, damage, or claim incurred by such person by reason of any act or omission performed or omitted by such person in good faith on behalf of the Council, so long as such act or omission is reasonably believed to be within such person's scope of authority; provided, however, that no such person shall be entitled to be indemnified with regard to any loss, damage, or claim which resulted from gross negligence, bad faith, or willful misconduct. Further, the Board of Directors may, at any time, approve indemnification of any other person that the Council has the power to indemnify under Washington law.

The indemnification provided by this Section shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract or by vote of the Board of Directors or the members. Any indemnity under this Section shall be provided out of and to

the extent of Council assets only, and no other person shall have any personal liability on account thereof.

The Council may but shall not be required to purchase and maintain indemnification insurance for any person to the extent permitted by applicable law.

Any indemnification of an officer, director, agent, or employee pursuant to this Section shall be reported by written notice to the members, as required by Section B of Article III of these Bylaws, prior to the next scheduled regular or special meeting of members, which notice shall contain a brief description of the proceedings involving the person being indemnified and the nature and extent of such indemnification.

#### ARTICLE V. – Officers

Section A. Officers. The officers of the Council shall be president, vice president, immediate past president, secretary, and treasurer.

Section B. Election and Term of Office. The officers of the Council shall be elected by the members at the annual meeting of the members. Each officer shall serve for a term of one (1) year following election by the members and until his or her successor shall have been duly elected.

Section C. Removal. Any officer elected or appointed by the members may be removed, after proper notice, by a majority vote of the regular members whenever in their judgment the best interests of the Council would be served thereby.

Section D. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors for the unexpired term of office.

Section E. President. The president shall be the principal executive officer of the Council and shall in general supervise all the activities, business, and affairs of the Council. The president shall preside at all meetings of the members and of the Board of Directors. The president may sign, with the secretary, or any other proper officer of the Council authorized by the Board, any documents or instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board, by these Bylaws, or by statute to some other officer or agent of the Council; and in general the

president shall perform all duties incident to the office of president and such other duties as may be assigned to the president by the Board from time to time.

Section F. Vice President. In the absence of the president or in the event of the president's inability or refusal to act, the vice president shall perform the duties of the president, and when so acting shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall perform such other duties as from time to time may be assigned to the vice president by the president or by the Board of Directors.

Section G. Immediate Past President. The immediate past president shall be chair of the nominations committee, whose responsibilities are described in Article VII – Nominations and Elections. The immediate past president shall perform such other duties as from time to time may be assigned to the immediate past president by the president or by the Board of Directors.

Section H. Secretary. The secretary shall keep the minutes of the meetings of the members and of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Council records and see that the signatures of the appropriate officers are affixed to all documents which require such signatures; and in general perform all duties incident to the office of secretary and such other duties as may from time to time be assigned to the secretary by the president or by the Board. In the absence of the secretary at any meeting of the members or the Board, the president shall assign another board member to serve as secretary for the taking of minutes.

Section I. Treasurer. The treasurer shall be the principal financial officer of the Council, responsible for all funds and securities of the Council, with the power to delegate fiscal duties, but not responsibility; keep a register of the post office address of the members, as furnished to the treasurer by each member; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to the treasurer by the president or by the Board of Directors.

#### ARTICLE VI. – Committees

The Board of Directors shall have the power to appoint committees on such matters as the Board shall from time to time deem advisable in the interest of the Council and its members. The president of the Council shall have the power to appoint the members of each such committee and to remove any member of any such committee when in his or her judgment the

best interest of the Council shall be served thereby. Said appointments and removals shall be subject to the approval of the Board.

ARTICLE VII. – Nominations and Elections.

The Nominating Committee shall consist of the acting officers of the Board of Directors, and the immediate past president shall serve as Chair of the Nominating Committee. Prior to the March meeting of the Board, the immediate past president shall conduct a meeting in any form of the Nominating Committee. The Nominating Committee shall then submit a list of nominees for officers and directors of the Council to the Board at its March meeting. The list of nominees may include members of the Nominating Committee. A majority of the Board, acting by way of a duly called meeting, shall approve a slate no later than thirty (30) days before the annual meeting of the members and file the list of nominees with the secretary. The secretary shall then notify the members in writing of said list at least fifteen (15) days before the date of the annual meeting of the members, and shall give the regular members notice of their right to submit nominations for officers and directors. Any regular member, by notice in writing filed with the secretary at least five (5) days before the date of the annual meeting of the members, may nominate candidates for officers and directors. The regular members shall be entitled to vote at the annual meeting of the members for any candidate nominated by either method. The candidates receiving the majority of votes of the regular members present at the annual meeting of the members shall be declared elected, and shall take office immediately following adjournment of the annual meeting of the members.

ARTICLE VIII. – Contracts, Checks, Deposits and Funds

Section A. Contracts. The Board of Directors may authorize any officer or officers as agent or agents of the Council to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Council, and such authority may be general or confined to specific matters. No officer or director may enter into any contract or execute and deliver any instrument in the name of the Council without the authorization of the Board.

Section B. Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money issued in the name of the Council shall be signed by the treasurer and/or president, or such other board member as shall be authorized to sign by the Board of Directors from time to time.



Section C. Deposits. All funds of the Council shall be deposited from time to time to the credit of the Council in such banks, trust companies, or other depositories as the Board of Directors may from time to time select.

Section D. Distribution on Dissolution. On the dissolution of the Council, any funds or assets of the Council remaining after payment of any and all expenses shall be distributed to the National Association of Estate Planners and Councils (NAEPC), or its successor in interest.

ARTICLE IX. – Fiscal Year

The fiscal year of the Council shall begin on the first day of June and end on the thirty-first day of May in each year.

ARTICLE X. – Waiver of Notice

Whenever any notice is required to be given under Washington law or under the provisions of the Articles of Incorporation or the Bylaws of the Council, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI. – Amendments to Bylaws


The Bylaws of the Council were initially adopted by a majority of the Board of Directors and may be altered or rescinded only by a majority of the Board at the annual meeting of the Board, or at a meeting of the Board duly called in accordance with the Bylaws. The Bylaws may not be suspended without a majority vote of the regular members.

ARTICLE XII. – Roberts Rules of Order

In all situations not covered by the Council Bylaws, Roberts Rules of Order shall be the operating guideline for the Council.

Approved on September 14, 2011, at Bellingham, Washington.

  
STEPHANIE HATHAWAY, President

  
KATE SZUREK, Secretary