

**ARTICLES OF ASSOCIATION / BY-LAWS
OF BRISTOL COUNTY ESTATE PLANNING COUNCIL**

ARTICLE I: NAME

The name of this association shall be Estate Planning Council of Bristol County, dba “Bristol County Estate Planning Council” (aka BCEPC). In these Articles, the association shall be referred to as the “Council.”

ARTICLE II: PURPOSES

Section 1. To provide a better understanding of the services which trust officers, insurance professionals, attorneys, accountants, financial service professionals, planned giving and development professionals, elder care professionals, court personnel and students studying in these professions can render to each other, to their clients, and to the general public.

Section 2. To establish and maintain an opportunity for communication among the Council members.

Section 3. To promote the professional development of Council members through educational programs.

Section 4. To serve the public through community service and estate planning education.

ARTICLE III: AFFILIATION

Section 1. This Council is affiliated with the National Association of Estate Planners & Councils (aka NAEPC), and shall be subject to the By-Laws and policies of that organization to the extent that they affect and prescribe the activities of the Council.

Section 2. As determined on an annual basis by the Board of Directors, a Council member may represent the Council at the annual NAEPC Conference, with expense reimbursement to be determined by the Board of Directors.

ARTICLE IV: MEMBERSHIP

Section 1. The Council will be the association of choice for professionals engaged in the practice of estate planning. The membership of the Council shall include, but not be limited to:

- A. Trust Officers;
- B. Insurance Professionals;
- C. Attorneys;
- D. Accountants;
- E. Financial Services Professionals;
- F. Planned Giving and Development Professionals
- G. Elder Care Professionals;
- H. Court Personnel; and
- I. Students studying in the above professions.

Section 2. Any professional in good standing, licensed and/or practicing in any of the membership categories in Bristol County is eligible for membership in the Council with full privileges thereof. The Board of Directors has discretion to approve all applicants.

Section 3. All members shall pay annual dues to support the Council. Annual dues shall be payable in advance on or before the first meeting of the Council year. The amount of such dues and procedures for application for membership in the Council shall be determined from time to time by the Board of Directors.

Section 4. Any member may use his or her current membership in the Council in the advertisement or solicitation of business.

Section 5. The charter members shall be those adopting and signing these Articles of Association on or before the first day of January, 1974.

Section 6. The removal of a member of the Council must be for good cause as determined in the Board of Directors' sole discretion and have the approval of two thirds (2/3) of the Board of Directors.

ARTICLE V: COUNCIL MEETINGS

Section 1. Meetings of the Council shall be held each month on or about the third Thursday from September to May, and/or at other times in the discretion of the Board of Directors. The Board will do its best to avoid scheduling Meetings on or near a major and/or religious holiday in order to promote attendance and inclusion of all Members.

Section 2. The Annual Meeting of the Council shall be held on or about May, at such time and place as determined by the Board of Directors.

Section 3. Notice of meetings shall be communicated in writing (by mail, facsimile or email or other electronic format) to each member at least fourteen (14) days before any meeting of the Council.

Section 4. The meetings of the Council shall be conducted pursuant to Robert's Rules of Order unless otherwise agreed by a majority of members attending a meeting, or if said Rules are in conflict with the Council's Articles.

Section 5. Each member of the Council shall have one (1) vote. A member must be physically present at a meeting in order to cast a vote. The President shall vote only when necessary to break a tie.

Section 6. A quorum, consisting of one fourth (1/4) of the members, must be present for the transaction of business at a regular meeting.

Section 7. All business transactions presented to the Council for a vote shall require a simple majority vote to be approved, except as noted in Article IV, Section 6, Article VII, Section 8, Article IX and Article XI Section 1.

ARTICLE VI: GOVERNING BODY

Section 1. All powers necessary for the governance of the Council shall be vested in a Board of Directors.

Section 2. The Officers of the Council shall consist of the President, First Vice President(s), Second Vice President(s), Secretary, Treasurer, and Immediate Past President.

Section 3. The Board of Directors shall be composed of the Officers and up to ten other members.

Section 4. The Board of Directors shall meet at least once a month during the Council year of September to May at a time and place determined by the President. The Board of Directors may meet at other times at the discretion of the President, or when requested to do so by three (3) members of the Board of Directors. The meetings of the Board of Directors shall be conducted pursuant to Robert's Rules of Order unless otherwise agreed by a simple majority of members attending a meeting, or if said Rules are in conflict with the Council's Articles.

Section 5. A "meeting" of the Board of Directors under Section 4. above, shall be defined as an in-person meeting, but may also include telephone presence (e.g. a conference call or other forms of electronic communication over the internet).

Section 6. One half (1/2) of the Board of Directors shall constitute a quorum for the transaction of business of the Board of Directors. A "quorum of Board of Directors" shall include presence and any votes cast by conference call or other forms of electronic communication over the internet.

Section 7. All business transactions presented to the Board of Directors for a vote shall require a simple majority vote to be approved, except as noted in Article IV Section 6, Article VIII Section 8, Article IX, and Article XI Section 1.

Section 8. Every member of the Board of Directors shall be expected to attend all Board of Directors meetings. Though allowing telephone attendance was established for convenience, it is the expectation that members of the Board of Directors will physically attend as often as possible.

Section 9. All members of the Board of Directors shall have voting privileges, except the President who shall vote only when necessary to break a tie.

Section 10. The duties of the members of the Board of Directors shall be as follows:

PRESIDENT:

The President shall preside at all meetings of the Council and the Board of Directors; establish Board of Directors meeting dates and locations; determine and prepare agenda for the Council and Committee meetings, appoint and oversee committees as he/she shall deem advisable to further the interests of the Council and its members; serve as ad hoc member of all Council committees; attend all Council meetings and functions; serve as liaison between members and the community; establish and serve as Chair of the Nominating Committee; oversee changes to the Articles of Association/By-Laws and/or Policies of the Council; bind the Council by signing contracts and initialing checks; serve as Chair of the Budget Committee; and serve in the position of Immediate Past President for the term following his/her tenure.

FIRST VICE PRESIDENT(S):

The First Vice President shall serve as assistant to the President and perform the duties of the President in the absence of the President. The First Vice President shall also serve as Chair of the Programs Committee. There may be up to two First Vice Presidents. In that capacity, he/she shall be responsible for providing educational and networking opportunities to all members by overseeing the development of estate planning presentations and programs, arranging for the locations, topics, speakers, menus, and logistics of each meeting. He/she shall also serve as a member of the Nominating Committee and Budget Committees, and may succeed to the position of President after his/her tenure as First Vice President.

SECOND VICE PRESIDENT(S):

The Second Vice President shall perform the duties of the President in the absence of the President and First Vice President. The Second Vice President shall be the Chair of the Membership Committee. There may be up to two Second Vice Presidents. In that capacity, he/she shall devise and coordinate strategies for membership recruitment, retention, and development; in conjunction with the Secretary maintain the master membership list, record, track and collect annual membership dues, applications and renewals, and create and distribute membership certificates; serve as a member of the Nominating and Budget Committees; and may succeed to the position of First Vice President after his/her tenure as Second Vice President.

TREASURER:

The Treasurer shall have custody of all funds and property of the Council. He/she shall serve as a member of the Budget Committee; handle all Council money, bank deposits, checks, checkbook balances and bank statements; verify and pay all Council bills; complete and make available monthly statements of the financial matters; provide periodic financial reports to the Board of Directors; prepare and file state and federal tax returns as needed; and sign Council contracts as the second required signature.

SECRETARY:

The Secretary shall record and distribute minutes of the proceedings of all meetings of the Board of Directors and the Officers; provide written notices of meetings and other communication to members; maintain the Council's stationery; maintain the Council's website; coordinate with committee chairpersons; and assist with the distribution of all written communications to members.

IMMEDIATE PAST PRESIDENT:

The Immediate Past President shall serve as honorary advisor to the Council and may sign Council contracts as the second required signature in the absence of the President or Treasurer.

DIRECTORS:

The Council Directors shall support all business of the Council by actively participating in the Council meetings and events; chair or serve on at least one committee; and represent the membership in the conduct of the Council's business.

ADVISORS:

The President or Board of Directors may from time to time appoint Advisors to the Board of Directors. Such Advisors shall be non-voting members of the Board of Directors.

Section 11. The Officers, Board of Directors, Council members, employees and agents of the Council shall discharge their Council duties in good faith and with the care an ordinary prudent person would exercise.

ARTICLE VII: COMMITTEES

The President of the Council, with the advice and consent of the Board of Directors, shall have the power to (a) appoint committees on budget, programs, membership, ethics, cooperation, education, legislation, and publicity, and such other committees as he/she shall deem advisable to further the interests of the Council and its members, and (b) delegate to such committees such power and authority as the Board of Directors shall deem advisable.

ARTICLE VIII: NOMINATIONS AND ELECTIONS

Section 1. The Officers of the Council shall be elected in the manner prescribed below and shall hold office for a period of one (1) year or until their successors shall be elected.

Section 2. The members of the Board of Directors shall be elected in the manner prescribed below and shall hold office for a period of one (1) or two (2) years.

Section 3. Election of Officers and Board of Directors shall take place at the Annual Meeting. The candidate receiving the majority of votes cast shall be declared elected.

Section 4: The President shall, at least two (2) months prior to the date of the Annual Meeting, appoint a Nominating Committee to submit a list of nominees for Officers and for members of the Board of Directors. The Nominating Committee shall consist of the President, at least one (1) First Vice President, at least one (1) Second Vice President, and at least one (1) other member of the Council. Its membership shall represent at least three (3) of the disciplines in the Council. The President shall serve as chairperson of the Nominating Committee. Such committee shall present to the Board of Directors and the Council members the names of its nominees one (1) month prior to the Annual Meeting. Floor nominations will be accepted at such meeting.

Section 5. Thereafter, any member, by notice in writing received by the Secretary at least seven (7) days before the date of the Annual Meeting, may nominate candidates for Officers and for members of the Board of Directors. Any candidate so nominated shall be presented for a vote by the membership at the Annual Meeting along with any candidates presented by the Nominating Committee.

Section 6. Vacancies in any office may be filled by appointment by the President, subject to approval of the majority of the Board of Directors. Such appointee(s) shall serve the balance of the unexpired term.

Section 7. A vacancy in the office of the President shall be filled by a First Vice President. If he/she declines to serve, the office will be filled by the Immediate Past President. In the event that both the First Vice President and the Immediate Past President choose not to accept the

position of President, the vacancy shall be filled by an appointment of a majority vote of the Board of Directors.

Section 8. The removal of a member of the Board of Directors must be for good cause as determined in the Board of Directors sole discretion and have the approval of three fourths (3/4) of the entire Board of Directors.

ARTICLE IX: AMENDMENTS

These Articles of Association may be amended at any annual or special meeting of the Council by a vote of two thirds (2/3) of the members physically present; provided that (a) the majority of the Board of Directors shall have approved such amendment, (b) that notice setting forth the proposal amendment shall have been communicated in writing to all members at least fourteen (14) days prior to the date of such meeting and (c) a quorum is present at such meeting.

ARTICLE X: INDEMNIFICATION

Section 1. The Council shall indemnify any current or former Officer, Director, member, employee, or agent of the Council against costs and expenses (including attorneys fees) actually and reasonably incurred by him or her in connection with the defense of any action, claim, proceeding or lawsuit in which he or she is made a party by reason of being or having been such Officer, Director, member, employee, or agent of the Council. The Council shall not indemnify in relation to matters as to which current or former Officer, Director, member, employee or agent shall be adjudged in such action, claim, proceeding or lawsuit to be liable for knowing violation of the law, intentional misconduct or gross negligence in the performance of his or her Council duties.

Section 2. The Council may carry general liability and directors' and officers' insurance. The amount of such coverage shall be determined by the Board of Directors.

ARTICLE XI: DISSOLUTION

Section 1. A motion to dissolve the Council shall require a unanimous vote of all members of the Board of Directors. After such vote, all members of the Council must be notified in writing thirty (30) days prior to a vote being taken, and must be given an opportunity to vote on the proposed dissolution. Dissolution of the Council shall require a vote of three fourths (3/4) of all members so notified, by the votes received by the Board of Directors no longer than sixty (60) days after notice has been sent to the members.

Section 2. Notification of such dissolution shall be by written communication to the National Association of Estate Planners & Councils, and to every then current member of the Council within thirty (30) days of such vote being taken.

Section 3. Upon dissolution of this Council, any remaining net assets are to be given to organizations organized exclusively for charitable, educational, or scientific purposes, as shall, at that time, qualify as exempt under Section 501(c)(3) of the Internal Revenue Code.

Last Amended on:
May 2013
January 2018