

AMENDED AND RESTATED BYLAWS OF SPOKANE ESTATE PLANNING COUNCIL

May 14, 2019

ARTICLE I - NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation shall be SPOKANE ESTATE PLANNING COUNCIL, and the principal place of business shall be Spokane, Washington.

ARTICLE II - MEMBERSHIP

1. **General.** All members must be in good standing with their regulatory body and/or professional association, and actively engaged in estate planning. A member or prospective member shall be deemed to not be in good standing if such individual is subject to a disciplinary action for ethical violations by a regulatory body and/or professional association.
2. **Membership Classifications.** Membership in the Corporation shall be limited to two hundred twenty (220) persons divided into classifications, as defined below.
 - a. **Accounting.** A member must be a Certified Public Accountant (CPA) and licensed by the Washington and/or Idaho State Board of Accountancy.
 - b. **Financial Planning.** A member must hold the professional designation Certified Financial Planner™ (CFP®), Certified Public Accountant/Personal, Financial Specialist (CPA/PFS), Chartered Financial Consultant® (ChFC®), or Chartered Financial Analyst (CFA) designation and be registered with Washington or Idaho as an Investment Advisor Representative.
 - c. **Insurance.** A member must hold the Chartered Life Underwriter® (CLU®) designation and a Washington and/or Idaho life insurance license.
 - d. **Law.** A member must hold a Juris Doctor (JD) or equal degree and belong to the Washington and/or Idaho State Bar Association.
 - e. **Trust & Planned Giving.** Membership in this classification is limited to trust officers or other individuals working significantly in a fiduciary capacity as well as individuals who, on a full-time basis, are actively engaged with respect to charitable and planned giving matters. Although members are not required to hold any professional designation, the Certified Trust & Financial Advisor (CTFA) and/or Certified Specialist in Planned Giving (CSPG) are desirable.

- f. **Allied Professions.** A member must be an academician or service specialist whose expertise is directly relevant to estate planning. The Membership Committee will review all applications and recommend individuals for membership as allied professionals on a case-by-case basis. Eligibility for membership in this classification shall be construed narrowly and the total number of members in this classification shall be limited to not more than 5% of the maximum membership of the Corporation.
- g. **Emeritus Members.** A member must be at least 62 years of age, retired (no longer engaged in the conduct of business or a profession), and have at least 10 years of active membership in the Corporation.
- h. **Student/Emerging Professional.** A member must be either: 1) a currently enrolled student who is pursuing a degree which would lead them toward eligibility in another membership classification, or 2) an Emerging Professional who is currently employed in the estate planning field and who is actively working to obtain an applicable professional designation which would make them eligible in another membership classification. Membership in this classification is limited to a period of 36 months (after which a member must either qualify for another classification or resign) and is nonvoting.

Although an individual member may transfer from one membership classification to another if qualified to do so (with the approval of the Membership Committee), no membership shall be transferrable from one person to another.

- 3. **Membership Limits.** The Membership Committee will review membership classifications annually, and it may make recommendations to the Board of Directors periodically. No classification may represent more than twenty-five percent (25%) of the maximum membership of the Corporation. Deviations from this limit must be approved by the voting membership.
- 4. **Membership Application.** Any person of good reputation who meets the requirements set forth in Paragraphs 1 and 2 of this Article may become a member of the Corporation, if he or she is sponsored by two members, pays the membership fee, is recommended for membership by the Membership Committee, and approved by the voting membership as set forth below.
 - a. **Primary Sponsor.** The primary sponsor of the applicant will submit a membership application to the Chairman of the Membership Committee. The primary and secondary sponsors must be voting members of the Corporation and in good standing.
 - b. **Membership Committee.** The Membership Chairman will distribute all applications to his/her Committee for its review and recommendation. Recommendations will be announced to the general council. Applications that are not recommended will be returned to the primary sponsor.

- c. **Board of Directors.** The Board will publish the names of all applicants recommended for membership, their proposed membership classifications, and primary sponsors in its announcement for the next regular meeting of the Corporation.
 - d. **Voting by Membership.** A voting member may oppose an applicant's membership by contacting the President or Membership Committee, verbally or in writing, no later than five (5) business days before the next regular meeting of the Corporation. If no opposing votes are received, the applicant will be deemed to be approved by the membership and invited to attend the next regular meeting. If an opposing vote is cast by a voting member of the Corporation, the applicant shall be voted upon by all voting members in attendance at the next regular meeting. The applicant will not be invited to attend that meeting.
 - e. **Waiting List.** The Membership Committee will maintain a waiting list for approved applicants when no vacancy exists in his/her membership classification. Such applicants must pay an annual membership fee equal to the Emeritus Member fee and they may attend all regular meetings and special events, but they shall not have voting privileges.
5. **Voting Privileges.** Members of the Accounting, Financial Planning, Insurance, Law, Trust & Planned Giving, and Allied Professions classifications are voting members of the Corporation. Other members may express their opinions with regards to matters of the Corporation, but they may not vote.
6. **Annual Dues.** From time-to-time, the Board of Directors will fix the annual dues for members of the Corporation. In doing so, it may discriminate *between* voting and nonvoting members, except that the annual dues for Emeritus Members may not exceed 2/3 of the annual dues for voting members.

ARTICLE III - DIRECTORS

The corporate powers of this Corporation shall be vested in a Board of Directors consisting of five (5) Directors, each of whom must be a member in good standing on the books of the Corporation in one of the following membership classifications: (a) Law, (b) Accounting, (c) Insurance, (d) Financial Planning, (e) Trust & Planned Giving.

ARTICLE IV - ELECTION OF DIRECTORS

Three of the Directors shall be elected annually by the Membership to serve one-year terms and these elected Directors shall act as officers. The three Directors elected by the Membership shall be a Member of any of the membership classifications set forth in Article III, provided that no more than two of the five Directors may be from the same membership classification set forth in Article III.

Each year the Program Committee and Membership Committee established in Article XIV and Article XV shall elect a Chairperson who shall act as a Director for a one-year term. Such Director shall be from any of the membership classifications set forth in Article III, provided that no more than two of the five Directors may be from the same membership classification set forth in Article III.

ARTICLE V - VACANCIES ON THE BOARD OF DIRECTORS

The vacancy of a Director elected by the Membership shall be filled by appointment of the remaining Directors at a special meeting called for said purpose, and such person or persons so elected by the Board of Directors shall hold office until the next annual meeting to fill the unexpired term, if any, of the Director causing the vacancy.

Vacancies on the Board of Directors of the two Directors from the Program and Membership Committee shall be filled by a majority decision of the remaining members of the Committee.

If either or both the Program or Membership Committee are unable or unwilling to elect a replacement Director, the Board of Directors shall elect a replacement Director from either the committee whose Director has caused the vacancy or from the general Membership. Any replacement Director from the Program Committee or Membership Committee shall become a member of that committee if not already a member of the committee.

ARTICLE VI- POWERS OF DIRECTORS

The Directors shall have the power:

1. To call a special meeting of the members when they deem it necessary, upon one (1) week's written notice.
2. To appoint and remove all agents and committee chairpersons and representatives of the Corporation; prescribe their duties, fix their compensation, and generally to do all things necessary or required to carry on all business of said Corporation.
3. To protect, manage and control the affairs and business of the Corporation, and to make rules and regulations not inconsistent with the laws of the State of Washington, or with the Bylaws of the Corporation for the guidance of the officers and the management of the Corporation.
4. To do any and every act or acts necessary, suitable, convenient or proper for the carrying out, promotion or accomplishing of any one or more of all of the objects or purposes of the Corporation as provided in RCW 24.03.
5. The current Directors shall nominate for election the three Directors who shall act as officers for a term not exceeding one year, unless a nominating committee is established as outlined in Paragraph 6 of this Article, then such nominating committee shall nominate for election the three Directors who shall act as the officers. The nominees for Directors shall serve specifically in the officer position of president, vice president, secretary and/or treasurer, and each nominee shall be identified by officer position when put to a vote of the membership.
6. There shall be a Nominating Committee and such other special committees as the President may appoint from time to time.
7. A majority of the whole Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business, and any and all Directors who vote by mail, telephonically, electronic transmission, in person at meeting, or by proxy at a meeting are deemed to be present for all purposes of quorum, count of votes, and percentages of total voting power

present. Except as otherwise provided in these Bylaws or required by law, where a vote of Directors is required to transact business, a majority vote of the Directors at a meeting where a quorum is present is required for approval of such item. With regard to matters on which Directors are entitled to vote, including, without limitation, the election of Directors, each such director may vote in person, telephonically, by mail, by electronic transmission or by proxy in the form of a record executed by the director or a duly authorized attorney-in-fact; provided, that no proxy will be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. For purposes of allowing the electronic transmission of ballots as provided herein, all notices of special and regular meetings at which proposals will be presented for a vote by the Board of Directors, including without limitation, the election of Directors, shall include the text of each proposal to be voted upon by the Directors at such meeting and/or the name of any candidate for election to the Board of Directors. Any electronic transmission of a ballot by a director must be an executed electronically transmitted record (as those terms are defined in the Washington Nonprofit Corporations Act, RCW24.03.005) and must be transmitted by such director to the designated address, location, or system of the corporation that is established by the Board of Directors from time to time.

ARTICLE VII - DUTIES OF DIRECTORS

It shall be the duty of the Directors:

1. To keep a complete record book of all meetings and acts, and also the meetings of the members of the Corporation.
2. To present a financial update at the annual meeting and to present annually a statement of financial condition, showing in detail all of the assets and liabilities of the Corporation and generally the condition of its affairs after the close of the fiscal year-end.
3. To cause the money of the Corporation and its other property to be safely kept and conserved.
4. To supervise all offices, agents and employees and see that their duties are properly performed, and that the business of the Corporation is ably managed.

ARTICLE VIII - MEETINGS OF DIRECTORS

The annual meeting of the Board of Directors shall be held at the time and place of the annual meeting of members or as soon thereafter as possible.

Regular or special meetings of the Board of Directors may be called by the President, at his or her request, or upon the request of any director, in writing, stating the propose of said meeting upon three (3) days' written notice to each member of the Board of Directors, which notice may be waived in writing. For the purposes of this Article, written notice may also be given by electronic mail or facsimile.

A majority of the Board of Directors shall constitute a quorum at any meeting.

ARTICLE IX – OFFICERS

The officers shall be a President, a Vice-President, and a Secretary/ Treasurer.

The Board of Directors may by resolution create the offices of Assistant Secretary and/or Assistant Treasurer, define the duties and fill such officers. Neither of such officers need be members of the Board of Directors or voting members of the Corporation and shall hold office at the pleasure of the Board of Directors.

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment; the best interest of the Corporation will be served thereby.

Except as otherwise provided in these Bylaws, a vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE X- PRESIDENT

The President shall:

1. Be the principal executive officer of the Corporation and shall preside at all meeting of the members and the Board of Directors.
2. Sign, with the Secretary, any deeds, mortgages, deeds of trust, notes, bonds, contracts, or other instruments authorized by the Board of Directors to be executed.
3. Perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

ARTICLE XI - VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all powers of and be subject to all the restrictions upon the President and shall perform such other duties as from time to time may be assigned to him or her by the Board of Directors or the membership.

ARTICLE XII-SECRETARY

The following duties of the Secretary shall be outsourced, and the Secretary shall be responsible for oversight and to ensure the duties are carried out:

1. Keep the minutes of the meetings of the members and the Board of Directors in one or more books provided for that purpose.
2. See that all notices are duly given in accordance with these Bylaws or as required by law.
3. Be custodian of the corporate records and of the seal of the Corporation, if any, and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the

Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws.

4. Keep a register of the post office address of each member which shall be furnished to the Secretary by such member.
5. Have general charge of the books of the Corporation in which a record of the members is kept.
6. Keep on file at all times a complete copy of the Bylaws of the Corporation containing all amendments thereto, which copy shall always be open to the inspection of any member, and at the expense of the Corporation forward a copy of the Bylaws and of all amendments thereto to each member.
7. In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board of Directors or membership.

ARTICLE XIII - TREASURER

The Treasurer shall:

1. Supervise the accounting functions that have been outsourced.
2. Be responsible for oversight of all accounting functions and ensure all outsourced accounting duties are carried out.
3. Have charge and custody of and be responsible for all funds and securities of the Corporation.
4. Create and monitor the annual budget.
5. 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 him or her by the Board of Directors.

ARTICLE XIV - PROGRAM COMMITTEE

There is established a Program Committee of not less than three members of the Spokane Estate Planning Council. Each member of the Program Committee shall serve for a term not to exceed 3 years, or as otherwise determined by the Board of Directors.

The Committee shall elect one of its members to be a Director of the Spokane Estate Planning Council for a one-year term. The Director may be reelected by the Committee for a maximum of two additional one-year terms. The Director elected by the Committee shall also be the Chair of the Program Committee. The Director shall also be an officer of the Council.

The Committee shall arrange for programs and speakers for the meetings of the members. The Committee shall operate within a budget determined by the Board of Directors. The Committee shall ensure that the subject chosen for presentation to the Membership are germane to the study of estate planning and always keep in mind that the purpose of the organization is study.

ARTICLE XV - MEMBERSHIP COMMITTEE

There is established a Membership Committee of not less than three members of the Spokane Estate Planning Council. Each member of the Membership Committee shall serve for a term not to exceed 3 years, or as otherwise determined by the Board of Directors.

The Committee shall elect one of its members to be a Director of the Spokane Estate Planning Council for a one-year term. The Director may be reelected for a maximum of two additional one-year terms. The Director shall also be an officer of the Council.

The Membership Committee shall examine each application for membership in the Council as to personal qualifications, active status and qualifications for the applied-for classification and report the findings and recommendations to the Board of Directors. In addition, the Membership Committee shall annually have a new membership roster published (in electronic or paper format) and shall receive funds therefore from the budget allocated by the Board of Directors.

ARTICLE XVI - RESIGNATION, TERMINATION OR REMOVAL OF MEMBERSHIP

1. Resignation. Any member of this Corporation may resign by tendering his or her resignation to the remaining members by notifying the Chair of the Membership Committee or the Secretary.
2. Termination for Failure to Actively Participate. Failure to attend regular meetings of the Corporation for three (3) consecutive meetings, without excuse acceptable of the Board of Directors (e.g., illness or absence from the city) communicated to the Council reasonably in advance of a meeting, may work a forfeiture of membership in the event that the membership limits have been reached. In such case, no refund of any membership dues shall be made.
3. Termination for Failure to Pay Annual Dues. Failure to pay annual dues within ninety (90) days after the date of the initial request for payment shall automatically work a forfeiture of membership. Written notice concerning the potential termination for failure to pay annual dues shall be sent to affected members by mail, facsimile, or electronic mail not less than 30 days prior to the termination date.
4. Good Standing. A member is considered to be in good standing if they hold and maintain the credentials required of their membership classification and are not subject to disciplinary action for ethical violation by a regulatory body and/or professional association.
5. Removal. Whenever any member of this Corporation shall cease to be eligible for membership or to be in good standing, as determined by the Board of Directors, he or she shall tender forth with to the Board of Directors his or her resignation and in default thereof, it shall be the duty of the Secretary to report the name, together with the last known post office address, of such member, and thereupon by unanimous vote of the Board of Directors, by resolution duly recorded in the minutes of the meeting, the membership and all rights in this Corporation of said member shall cease subject to the right of appeal within thirty (30) days thereof to the membership, whose majority vote shall be final and conclusive.

ARTICLE XVII - MEETINGS OF THE MEMBERS

1. **Annual Meeting.** The annual meeting of the members of this Corporation shall be held during the month of May at such time and place as the Board of Directors may designate, on a date and hour to be designated by the Board of Directors, and notice of such annual meeting shall be delivered not less than ten (10) nor more than fifty (50) days before the date thereof, either personally, or by mail, facsimile, or electronic mail.
2. **Quorum.** No meeting of the members shall be competent to transact business unless at least fifty (50) of the members in good standing are present in person.
3. **Regular Meetings.** Regular meetings of members shall be held during the months of September, November, January, March, and May of each fiscal year. The time and place of said regular meetings shall be as the Board of Directors may designate and notice thereof shall be delivered not less than ten (10) days before the date thereof, either personally or by mail, facsimile, or electronic mail, to each member at his or her last known address as shown on the books of the Corporation.
4. **Special Meetings.** Special meetings of the members may be called by the President whenever he or she may deem it expedient, or when directed so to do by any three (3) or more of the Directors or ten (10) or more of the members, and upon notice thereof given in the same manner as provided for the annual meeting of the members.
5. All meetings shall be conducted pursuant to Roberts Rules of Order.
6. At all meetings of members, each member who is personally present shall have one (1) vote and vote by proxy shall not be allowed.

ARTICLE XVIII - AMENDMENTS

The Bylaws may be altered, amended, or repealed by the majority vote of the members present at any regular or special meeting, provided that notice of the meeting shall have included a reference with reference thereto.

The undersigned Secretary of SPOKANE ESTATE PLANNING COUNCIL does hereby certify that the above and foregoing Bylaws of said Corporation were adopted by the Directors as the Bylaws of SPOKANE ESTATE PLANNING COUNCIL and that the same do now constitute the Bylaws of this Corporation.

DATED this 14th day of May, 2019.

Kim R. Weller, President

Monique Corigliano, Vice President

Alicia O'Mary, Secretary/Treasurer

Bill Ramey, Chair Programs Committee

Julie Olds, Chair Membership Committee