REDWOOD EMPIRE ESTATE PLANNING COUNCIL

BYLAWS

Restated April 3, 2024

ARTICLE I:
NAME & ORGANIZATION

1.1. The name of the corporation shall be the Redwood Empire Estate Planning Council ("Council").

1.2. The Council is a nonprofit mutual benefit corporation organized under the California Nonprofit Mutual Benefit Corporation Law.

ARTICLE II:
OBJECTS AND PURPOSE

2.1. The objects and purpose of the Council shall be to promote knowledge of and interest in estate planning and related subjects, to provide a forum where Attorneys, Certified Public Accountants, Certified Financial Planners, Charter Life Underwriters, Private Fiduciaries, Trust Officers and other professionals instrumental in the estate planning or administration process meet and exchange views and become better acquainted with one another and their work, and to foster cooperation among practitioners in these fields and to promote a better understanding of the proper relationship that each profession bears to the other.

ARTICLE III:
MEMBERSHIP

3.1. Membership. Membership in the Council shall consist of professionals who devote a substantial portion of their practice to the estate planning or administration process and meet the criteria referred to in 3.2, below.

3.2. Eligibility. All members must have practiced in estate planning for their respective specialties for a minimum of two years and shall be licensed by and in good standing with the appropriate licensing authority. All members shall hold the credential appropriate for their membership category, as follows:

(a) Certified Public Accountants: must be licensed by the California State Board of Accountancy.

(b) Attorneys: must be a licensed member of the California State Bar.

(c) Financial Planners: must have the designation ChFC, (Charted Financial Consultant) or CFP, (Certified Financial Planner).

(d) Life Insurance Agents: must have the designation CLU, (Charted Life Underwriter).

(e) Trust Officers or Private Fiduciary: must be employed by a corporate trust company or be licensed by the State of California as a private professional fiduciary.

(f) Members-at-Large: must be actively engaged in work that is instrumental in the estate planning or administration process and that will contribute to the purposes of the Council. This category is not available to those who are eligible for categories (a) through (e).

3.3. Admission of New Members. New members shall be admitted as provided in this Section 3.3.

(a) Prerequisite for Application. The applicant shall have attended two meetings of the Council as the guest of a member prior to submitting an application for membership. An applicant who does not have the requisite two years' experience, or someone who is in the process of becoming certified under a professional designation may apply for admission as an associate member.

(b) Application. Any person seeking membership shall apply in the form prescribed by the Membership Chair. The application shall require that the applicant name two current members of the Council as references.

(c) Action by Membership Committee. The Membership Committee shall review the qualifications of the applicant and confirm with the appropriate licensing authority that the applicant is appropriately licensed and in good standing. After the applicant has attended two regular meetings of the council as a guest, the Membership Committee shall consider the application for approval. The Membership Committee shall meet periodically to evaluate and vote on completed applications. Only those applications receiving a unanimous affirmative vote of the Membership Committee shall be forwarded to the Board of Directors for approval. The Membership Chair shall notify the Board of Directors at its next regular meeting if any application was considered by the Membership Committee and did not achieve the required unanimous vote.

(d) Action by Board of Directors. The Membership Chair shall present the qualifications of each nominee approved by the Membership Committee to the Board of Directors at the next regular meeting of the Board. An applicant will be approved as a member (or associate member) upon the affirmative vote of a majority of the Board of Directors present at the meeting at which a quorum is present.

(e) Introduction by the President. The President shall introduce the new member to the Council at the next membership meeting.

(f) Rejection of the Nominee. Should the nominee be rejected by any part of the process, the nominee may not apply again for a period of one year.

3.4. Associate Members. Any person admitted as an associate member shall be promoted to full membership without further vote of the Board of Directors upon the later of: (a) having achieved the appropriate credential for that person's membership category; and (b) having practiced in the area of estate planning for the requisite two years. The associate member shall notify the Membership Chair when the credential has been awarded and the two years experience have been met. Notwithstanding the prior sentence, an associate member may be an associate member for two years only. If the associate member does not notify the Membership Chair that he or she meets the criteria for membership within two years of admission, that person's associate membership shall be revoked and the person must reapply after all membership requirements have been met. Associate members shall not have any voting rights in the Council.

3.5. Annual Dues. The Board of Directors shall approve the amount of the the annual dues to be paid by each member and each associate member. Increases in the dues to be paid shall be approved only upon the affirmative vote of a majority of the number of Directors authorized. Applicants for membership must submit their dues at the time of their application. All membership renewals will be processed automatically on a rolling basis annually for each member unless the member notifies the Secretary that he or she does not intend to renew the membership prior to the member's anniversary date.

3.6. Removal. A member may be removed from membership for cause upon the unanimous vote of the Board of Directors present at a meeting at which a quorum is present. "Cause" shall be determined at the sole discretion of the Board of Directors, but shall include: (a) personal or professional conduct that is detrimental to the purposes of the Council; (b) suspension or revocation of the member's professional license or certification; (c) determination that the member is not in good standing with the member's licensing body; and (d) failure to pay annual membership dues when due. Prior to voting a motion to remove a member, the Board of Directors shall notify the member in writing that a motion has been made to remove the member from the Council. The notice shall include the grounds on which the motion for removal has been made and inform the member of his or her right to provide a written statement to the Board of Directors to address the allegations. The member shall submit the written statement within 14 calendar days of having received such notice. Members removed for cause shall not be eligible for reimbursement of any portion of their annual dues paid, if any.

ARTICLE IV:
BOARD OF DIRECTORS

4.1. Powers. Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law and any limitation in the Articles of Incorporation and of these Bylaws relating to actions required to be approved by the members, the business and affairs of the Council shall be managed and all corporate powers will be exercised by or under the control of the Board of Directors.

4.2. Number and Qualification of Directors. The authorized number of Directors shall be 12 until changed by a bylaw amending this section duly adopted by the members. The Board of Directors shall consist of the immediate past president (ex officio) and 11 directors duly elected by the members. Of the 11 elected directors, at least one director shall represent each of the following professional categories: attorney, certified financial planner, certified public accountant, and fiduciary/trust officer. The remaining seven (7) shall be at large directors, though it is the Council's goal to represent each of the professional communities on the Board of Directors.

4.3. Term. Each director shall be elected for a four (4) year term and may serve a maximum of two (2) consecutive terms.

4.4. Classified Board. The directors shall be divided into four classes: Class 1, Class 2, Class 3, and Class 4. Each director shall serve a term ending on the fourth annual meeting of members following the meeting at which the director was elected, provided however that the initial directors elected to Class 1 immediately following adoption of the classified board shall serve a term of one year; the initial directors elected to Class 2 shall serve a term of two years; the initial directors elected to Class 3 shall serve a term of three years. The initial directors elected to Class 4 shall serve a full four-year term. The limitation on consecutive terms set forth in section 4.3 shall apply only to consecutive four-year class terms. [Note to Board: because we were all elected to one-year terms, we have to phase it in like this. Everyone will stand election at the end of this year, but thereafter only 3 new directors will be elected each year.]

4.5. Vacancies. The Board of Directors shall have the power to fill any vacancy occurring on the Board. Persons appointed to such vacancies shall serve for the un-expired term of the member replaced.

4.6. Nominations. At least 30 days prior to the annual meeting of members of the Council at which directors will be elected, the President shall announce to the members the number of directors seats to be elected at the annual meeting. The announcement shall identify any professional category for the directors to be elected to comply with these bylaws or as desired to improve professional diversity on the board. Any member may notify the President of his or her intention to stand for election or nominate another member as director. In addition to the open nominations, the Board of Directors may nominate one or more candidates for election to the Board of Directors.

4.7. Elections. Members shall be entitled to cast one vote for each vacancy for which an election is being held. The members receiving the most votes among the candidates shall be elected to the vacancies (plurality vote). Members shall not have the right to cumulate votes.

ARTICLE V:
OFFICERS

5.1. The officers of the Council shall consist of the President, Vice President, Secretary, and Treasurer. All officers shall be appointed by the Board of Directors from among the directors and shall hold the office for a term of one year, or until a successor is elected. Ordinarily, the Vice President will succeed the President and the Secretary will succeed the Vice President.

(a) <u>President.</u> The President shall preside at all meetings of the Council and of the Board of Directors. He or she shall be the Chief Executive Officer of the Council and Chair of the Board of Directors. The President shall be an ex officio member of all standing and special committees.

(b) <u>Vice President.</u> The Vice President shall perform the duties of the President in his or her absence and shall have all the powers of the President. The Vice President shall be responsible for the Council programs.

(c) <u>Secretary</u>. The Secretary shall keep a book of the minutes of all membership meetings and Board Meetings. The Secretary shall also give notice, or cause notice to be given, of all meetings of the Council or the Board of Directors. He or she shall be responsible for the management of the Council web site and maintenance of the list of active members.

(d) <u>Treasurer.</u> The Treasurer shall keep, or cause to be kept, adequate and correct books and records of the accounts of the Council and all business transactions, of the Council. The books of account will be open to inspection by any director at all reasonable times. The Treasurer shall (1) deposit Council funds and other assets in the Council's name with financial institutions designated by the Board of Directors (2) make disbursements of Council funds as authorized by the Board of Directors; (3) provide a summary of the Council's financial condition at regular meetings of the Board of Directors; (4) direct preparation of the Council's annual tax returns; and (5) prepare a proposed budget for consideration by the Board of Directors at the annual meeting of the Board of Directors.

5.2. <u>Rotation of the Office of President Among Membership Categories.</u> The office of President shall rotate among all the categories of membership. Members representing the same professional category shall not hold office as President for more than two consecutive years.

ARTICLE VI: INDEMNIFICATION

6.1. Indemnification. The council will, to the maximum extent provided by law, have the power to indemnify each of its agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the Council and will have the power to advance to such agent expenses incurred in defending any such proceeding to the maximum extent permitted by law. For purposes of this section, an “agent” of the Council includes any person who is, or was, a director, officer, employee, or other agent of the Council.

ARTICLE VII QUORUM

7.1 Board of Directors. Any 7 members of the Board of directors shall constitute a quorum for transaction of Council business.

7.2 General Membership. Over one-third of the members present at the annual meeting in person or by proxy shall constitute a quorum for any vote of the members. Associate members shall not be included in the calculation of the quorum.

ARTICLE VIII: MEETINGS OF THE COUNCIL

8.1. Regular Meetings of the Members. Meetings shall be held on the first Wednesday of each month beginning in October, through the month of Mayor at such time and place as determined by the Board of Directors. Regular meetings of the members shall be reserved for Council programs. Votes of the members shall not be conducted at regular meetings unless notice of a special meeting is provided as set forth in section 8.3. If a special meeting is called in conjunction with a regular meeting, the special meeting shall be held prior to the regular meeting.

8.2. Annual Member Meetings. The annual meeting shall be held on the first Wednesday of April each year at 6:30 PM or at such other time as determined by the Board of Directors.

8.3. Special Meetings of Members. Special meetings of the members may be called for any purpose or purposes as called by the Board of Directors, by the President, or by any five (5) members, not including associate members. Any special meeting shall be noticed to the general membership not less than 10 days’ nor more than 90 days’ advance notice by the Secretary in the manner provided in California Corporations Code section 7511.

8.4. Voting. Except as provided for the election of directors, each member shall be entitled to one vote upon any issue. A majority of votes cast at a meeting, shall be sufficient to pass any measure, except as otherwise provided by the California Nonprofit Mutual Benefit Corporation Law, the Articles of Incorporation, or these Bylaws. No associate member shall be entitled to any vote at any meeting on any issue.

ARTICLE IX: MEETINGS OF THE BOARD OF DIRECTORS

9.1. Regular Meetings. Meetings of the Board of Directors shall take place at a time and place.as determined by the President or the Board of Directors, from time to time.

9.2. Special Meetings. Special meetings of the Board of Directors may be called for any purpose or purposes by any officer or any two members of the Board of Directors. Special meetings will be held on four (4) days' notice by mail or 48 hours' notice of the time and place of the meeting delivered personally, by telephone, by email, or by other electronic means to all directors. The notice need not specify the purpose of the meeting.

9.3. Voting. Each member of the Board of Directors shall have one vote at any meeting on any issue. A majority of the votes cast at a meeting, where a quorum is present, shall be sufficient to pass any measure at the meeting, except as otherwise provided by the California Nonprofit Mutual Benefit Corporation Law, the Articles of Incorporation, or these Bylaws.

ARTICLE X: COMMITTEES

10.1. Membership Committee. The Membership Committee shall be established to process and review applications for membership to the Council. It shall consist of the Membership Chair and three members or associate members of the Council. Except as otherwise provided in these Bylaws, the Membership Committee shall have the power to adopt appropriate procedures for the solicitation, submission, processing, review, and approval of membership applications. The Membership Committee shall also be responsible for communications promoting membership and for organizing special membership events. The Membership Chair serves at the pleasure of the Board of Directors and may serve until a successor is appointed.

10.2. Special Committees. The President may appoint special committees to carry out such tasks as he or she may deem appropriate from time to time. Composition and duration of such special committees will vary based on the purpose of the special committee but will generally be temporary in nature. Committees established for more than one year shall be authorized by the Board of Directors.

10.3. Authority. Boards established under this Article X shall not exercise any power or authority reserved to the Board of Directors.

ARTICLE XI: ADVERTISEMENT

11.1. No Advertisement. Members of the Council shall not use his or her membership in the Council in any form of advertisement or solicitation of business in any way. A member may state that he or she is a member of the Council. A member who serves as an officer or director of the Council may identify himself or herself as such. A member who serves, or has served, as an officer or director of the Counsel may also include the office(s) and dates of such service in a resume or other personal biography.

11.2. Associate Members. Associate members shall not include any reference to membership in the Council in any advertisement, solicitation or biography.

ARTICLE XII: AMENDMENTS

12.1. Amendment by Board of Directors. Except as otherwise provided by law, the Articles of Incorporation, these Bylaws may be amended or repealed, and new bylaws may be adopted by the Board of Directors.

12.2. Member approval Required. Notwithstanding the provisions of section 12.1, any amendment or adoption of a bylaw that changes the number of directors authorized, materially and adversely affects the rights of the members as to voting, or approves compensation for the officers or directors shall be approved by a majority of members