

BYLAWS OF THE ESTATE PLANNING COUNCIL OF NAPLES, INC.
(As of January 21, 2020)

Article I. NAME

The name of this corporation is the "Estate Planning Council of Naples, Inc." (Hereinafter called the "Council").

Article II. OBJECT

The objects of the council shall be:

1. To foster cooperation and cordial relationships between the disciplines of attorney, certified public accountant, chartered life underwriter, trust officer and financial planner in the field of estate planning;
2. To assist its members in keeping abreast of laws and conditions affecting estate planning, business and personal taxation and the problems of estate accumulation and conservation so as to improve the knowledge of each member within his sphere; and
3. To encourage its members to have as their ultimate goal the rendering of the best professional services to the public.

Article III. MEMBERSHIP

A. Eligible Members. Persons eligible for membership in the Council shall consist of:

1. Trust Officers employed by trust companies of financial institutions maintaining trust departments authorized to do business in the state of Florida who have either (i) graduated from an accredited state or national trust school; (ii) earned a designation as a Certified Trust and Financial Advisor conferred by the American Bankers Association or (iii) earned any other degree, certification or designation required for membership under one or more of the remaining four (4) membership categories;
2. Chartered Life Underwriters who have received their designation from The American College, Bryn Mawr, PA and are members of the Southwest Florida Association of Life Underwriters or The Southwest Florida Chapter of the Society of Financial Service Professionals;
3. Attorneys who are members of the Florida Bar and have demonstrated substantial involvement in the practice of law in estate planning and related matters;
4. Certified Public Accountants who are authorized to practice in Florida, and have demonstrated substantial involvement in the practice of accounting in estate planning and related matters;

5. Financial Planners who are chartered or certified by nationally accepted accrediting associations for financial planners. Nationally accepted accrediting associations as defined to mean the following organizations:
 - a. The Certified Financial Planner Board of Standards, Inc., Denver, CO. Designation awarded – CFP®, Certified Financial Planner™
 - b. The American College, Bryn Mawr, PA. Designation awarded - ChFC®, Chartered Financial Consultant
 - c. The American Institute of Certified Public Accountants, New York, NY. Designation awarded – PFS, Personal Financial Specialist
 6. Advisors who are employed by qualified public charities as development officers, executive directors, chief executive officers or chief operating officer, that operate within Collier County, Florida or Bonita Springs, Florida and that are exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; and full-time professors teaching in the area of estate planning or taxation at an accredited college or university in Southwest Florida.
 7. Sustaining Members, in recognition of the significant contributions made to this organization by certain of its members, the status of “Sustaining Member” may be conferred by Board of Directors upon individuals who have either (1) served as president of the Estate Planning Council of Naples, Inc., or (2) have been active members of an Estate Planning Council affiliated with the National Association of Estate Planning Councils for not less than fifteen (15) years and have attained the age of fifty-five (55) years. Upon attaining the status of Sustaining Member, the minimum attendance requirement contained in Article III shall be waived. A Sustaining Member shall be ineligible to hold office in the Council but may complete his or her term as a Director on the Board.
- B. Residency Requirement. All members must have a full time presence and an office or place of business (apart from their residence) in Collier County, Florida or Bonita Springs, Florida and must be actively practicing estate planning or related subjects within Collier County or Bonita Springs.
- C. Application Process. The Board of Directors shall establish the application process and forms for membership in the Council and maintained by the Assistant Secretary.
- D. Disqualification. Any member who ceases to meet the membership requirements as set forth above shall become disqualified to be a member, and shall immediately notify the Secretary of his or her disqualification and at the same time he or she may request a waiver from the membership requirements if so desired.
- E. Removal. The Board of Directors, by a majority vote, may remove a member for good cause shown after proper notice and hearing. A member shall also be removed by the Board of Directors if he or she fails to pay annual dues or any other financial obligation as prescribed by the Board of Directors or if he or she fails to attend a minimum of two (2) of the regularly scheduled meetings of the Council during any fiscal year unless good cause is shown to the Board of Directors. Provided, however, the Board of Directors may, at its discretion, give

attendance credit for special meetings. A member once removed shall have the opportunity to reapply for membership but he or she must do so as a prospective new member subject to all the rules for admission of the Council.

- F. Discipline Categories. Except in the case of reclassifications from one discipline to another, membership in the Council shall be limited to two hundred seventy (270) members.

In addition, the following limitations shall apply to each category member of disciplines:

Trust Officers:	60
Chartered Life Underwriters:	30
Attorneys:	60
Certified Public Accountants:	30
Financial Planners:	30
Sustaining Members:	40
Advisors and Professors:	<u>20</u>
Total	270

- G. Change in Discipline. If a change of employment by any member results in a change in discipline, upon written request to the Board of Directors, such member shall automatically cease to be a member of his or her original discipline and shall be reclassified as a member of such new discipline if such member meets all the requirements for membership, other than any experience requirements for a particular discipline. In the event the discipline shall be filled, such member shall nonetheless be reclassified into such new discipline as long as the total reclassifications into that discipline do not exceed ten percent (10%) of the limit set forth above for the discipline. In the event the ten percent (10%) limit is exceeded, such member will be placed at the top of the waiting list for that discipline category. New members who are not reclassified members may not be added to a discipline unless total membership in that discipline is less than the limit set forth above.

If a membership discipline category is filled, applicants whose applications have been approved for membership shall be placed on a waiting list. In no event may more than twenty percent (20%) of a discipline be affiliated or work with the same employer.

- H. Grandfathering of Members. Notwithstanding the foregoing, in the event of any amendment to the membership requirements of the Council as set forth in this Article, any person listed on the membership roster of the Council as of the effective date of such amendment shall continue to be a member of the Council, irrespective of such amendment, for as long as such member continues to meet the requirements for membership in effect at the time he or she became a member.

Article IV. RIGHTS AND DUTIES OF MEMBERS

Each member shall be entitled to one vote on each matter submitted to a vote of members. Each member shall comply with the Bylaws of the Council and any rules, regulations and resolutions, which are adopted pursuant to or in accord with such Bylaws. Each member shall use his best efforts to further the objects and purposes of the Council.

No member of the Council shall use his membership herein in any form of advertisement or solicitation. Notwithstanding the foregoing, however, membership in the Council may be used as a biographical fact. No member shall use the membership list to advertise or solicit by electronic or other means.

Article V. BOARD OF DIRECTORS

All powers necessary for the governance of the Council shall be vested in a Board of Directors composed of ten (10) elected members. It is intended that there be at least one (1) Director elected from each of the five (5) categories of member disciplines (as defined in Article III, Section A, paragraphs 1 through 5). This notwithstanding, no more than four (4) Directors shall be elected from any one discipline. Each Director's term of office shall be two (2) years. A member may serve as a Director for not more than four (4) consecutive terms. Notwithstanding the foregoing to the contrary, any Director having the support of at least a majority of the then serving Directors as a candidate for the office of Vice President or President in the next succeeding year may be a candidate for one (1) additional consecutive term. The immediate past President shall be an ex-officio member of the Board of Directors with full voting powers.

Article VI. OFFICERS

The officers of the Council shall be Directors and shall consist of a President, Vice President, a Secretary, an Assistant Secretary, Treasurer, an Assistant Treasurer and an Immediate Past President.

The Officers shall hold office for one (1) year, or until their successors are chosen and agree to serve.

Article VII. QUORUMS

Any five (5) members of the Board of Directors shall constitute a quorum for the transaction of business. The Board of Directors shall have the power, by a concurrence of at least five (5) members, to fill a vacancy, which may occur in their number for the un-expired term of such position. Likewise, any vacancy in any of the officer positions, which occurs between annual meetings of the Directors, may be filled by a concurrence of five (5) members of the Board of Directors. One third (1/3) of the authorized membership present at any meeting of the Council shall constitute a quorum for the transaction of business.

Article VIII. NOMINATIONS AND ELECTIONS

- A. Nomination of Directors. The President may, at least fifteen (15) days prior to the date of each annual meeting, appoint one (1) member from each of the five (5) membership discipline categories as a Nomination Committee to submit a list of nominees for members of the Board of Directors, to be voted upon at the annual meeting. Such Committee, if formed, or otherwise the Board of Directors, shall file the names of any nominees with the Secretary at least ten (10) days before the date of the annual meeting. In addition, any nine (9) members, by notice in writing filed with the Secretary at least five (5) days before the annual meeting, may nominate candidates.

- B. Election of Directors. The members shall be entitled to vote for any candidate at such annual meeting. The candidate for each position receiving the majority of votes cast by members present at such annual meeting shall be declared elected. If no candidate for a particular position receives a majority of such votes on the first ballot, a runoff shall be held between the two (2) candidates having the largest number of votes for such position until one such candidate receives a majority of the votes cast. Cumulative voting shall not be allowed, and no proxies shall be permitted.
- C. Election of Officers. Officers shall be elected by the Board of Directors from among their number, following the annual meeting of the Board of Directors. The newly elected Officers and Directors shall be installed and take office at the first meeting of the next fiscal year.

Article IX. ANNUAL MEETINGS

The annual meeting of the Council shall be held at such time and place as may be selected by the Board of Directors. The Secretary shall mail each member a notice of the meeting at least five (5) days prior to the date thereof, which notice shall state the names of the nominees for the Board of Directors. The annual meeting of the Board of Directors shall be held as soon as conveniently possible following the annual meeting of the Council.

Article X. MEETINGS OF THE COUNCIL

Meetings of the Council may be called by the Board of Directors at stated times, or from time to time, in their discretion. There shall be not less than four (4) meetings of the Council annually. The program of such a meeting shall be arranged by the Board of Directors or such designated committee. Any member may, in writing addressed to the Secretary, request the Board of Directors to bring up for discussion any meeting, except the annual meeting, any matter in which the member may be interested.

Article XI. MEETINGS OF THE BOARD OF DIRECTORS

There shall annually be at least four (4) meetings of the Board of Directors. Special meetings of the Board may be called by the President, at the President's discretion, or when requested to do so by three (3) members of the Board of Directors. Each Director shall each year attend at least seventy-five percent (75%) of the meetings of the Board of Directors, unless excused by a majority of the other directors. It shall be the duty of the Board of Directors to establish further rules of procedure and practice for its meetings.

Article XII. COMMITTEES

The President of the Council, or, in the President's absence, the Vice President, and in the absence of both of them, the Treasurer, shall, with advice and consent of the Board of Directors, have the power to appoint committees as shall be deemed advisable to further the interests of the Council and its members; and to delegate to such committees such power and authority as the Board of Directors shall deem advisable.

Article XIII. DUTIES OF OFFICERS

In addition to their duties as set out herein, the duties of the Officers shall be as follows:

- A. The President shall preside at all meetings of the Council and the Board of Directors. Except as otherwise set forth herein, the President shall assign such duties to such officers as determined by the President and approved by the Board of Directors.
- B. The Vice President shall perform the duties of the President in the absence of the President.
- C. The Treasurer shall have the custody of all funds and property of the Council. The Treasurer shall deposit all funds of the Council, in the name of the Council, in a bank account or trust company located in Collier County. The Treasurer shall prepare and submit a statement of the financial condition of the Council to the annual meeting and at such times in such manner as the Board of Directors may require. In addition, the Treasurer shall perform the duties of the President in the absence of the President and the Vice President.
- D. The Secretary shall keep a record of the proceedings of all meetings of the Board and any meetings of the Council at which Council business is transacted. The Secretary shall keep a record of the members of the Council containing name, address, phone number and e-mail address.

Article XIV. FINANCE AND DUES

The expenses of the Council shall be provided for by annual dues as may be determined by the Board of Directors from time to time for each member, payable in advance on or before the date of the first meeting of each fiscal year. In addition, the Council may sponsor other events and programs to raise revenues as the Board of Directors may determine.

The fiscal year of the Council shall end on the last day of October each year.

Article XV. AMENDMENTS

These Bylaws and the Articles of Incorporation may be amended at any meeting of the Council by vote of two-thirds (2/3) of the members present; provided, that notice setting forth the proposed amendment shall have been provided 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 theretofore approved such amendment in writing. When the "Bylaws" are referred to herein, all such references shall be to the Bylaws as amended from time to time. Typographical or Scriveners errors may be corrected without amendment.

Article XVI. INTERPRETATION

Words of masculine gender used herein shall be deemed and construed to include correlative words of feminine gender unless context otherwise requires.

Article XVII. INDEMNIFICATION

The Council shall indemnify any person who has or is party or is threatened to be made a party to any threatened, completed or pending action, suit or proceeding by reason of the fact that he is or was a director, officer, employee or agent of the Council.

Article XVIII. COMPENSATION

Directors and Officers shall not receive any compensation for their services as such; but nothing herein contained shall be construed to preclude any Director or Officer from serving the Council and receiving reasonable compensation for professional services actually performed for the Council.

Article XIX. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

The Board of Directors may authorize any officer or officers, agent or agents of the Council, in addition to the officers so authorized by these Bylaws, 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 instances.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Council, shall be signed by such officer or officers, agent or agents of the Council and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President of the Council.

Article XX. BOOKS, ACCOUNTS AND AUDITS

The books and account of the Council shall be kept in accordance with sound accounting practices and in compliance with the applicable Florida Statutes, as amended. A copy of the year-end financial report shall be made available to each member of the Council. The Board of Directors may obtain an independent audit by a Certified Public Accountant from time to time upon motion and approval.

The Council, the Board of Directors, and committees having any authority of the Board of Directors shall keep minutes of the proceedings of all meetings.

Article XXI. SEAL

The Board of Directors shall provide the Corporate Seal.

Article XXII. PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, shall govern the Council in all cases not otherwise provided for in these Bylaws.

Article XXIII. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Florida Non-Profit Corporation Act 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.

I, as Secretary of The Estate Planning Council of Naples, Inc., certify that this above are the true and correct Bylaws of The Estate Planning Council of Naples, Inc. as of this _____ day of _____, 2020.

By: _____
Secretary