

**BYLAWS OF
THE NORTHERN VIRGINIA ESTATE PLANNING COUNCIL**

1. **NAME**. The name of the corporation shall be NORTHERN VIRGINIA ESTATE PLANNING COUNCIL (“Council”).
2. **PURPOSES**. The purposes of the Council shall be: (a) to provide to its members the best information available upon subjects of current interest in the field of estate planning and related disciplines; (b) to provide a medium for the discussion of common problems in the field of estate planning and related disciplines; (c) to promote and foster acquaintanceship and better understanding among the eight participating professional disciplines so that the public may be better served in the field of estate planning and related disciplines; and (d) to exercise all the powers conferred upon corporations that are formed under the Commonwealth of Virginia Non Stock Corporations Act in order to accomplish its purposes, including but not limited to the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated.

The Council shall be advisory in character for the benefit of the members thereof, and shall not, as an organization, undertake to advise any non-member on an individual basis in the field of estate planning, or in any way as an organization offer specific estate planning or other services; and no member of the Council shall be bound by the Council in any action not provided for in this instrument.

3. **MEMBERSHIP**.

- A. **Eligibility**. Members of the Council as of the adoption of these Bylaws shall remain as members.

Additional persons eligible for membership shall be those persons having a principal office located in the Washington, D.C. metropolitan area and who qualify under one (1) or more of the following eight (8) professional disciplines:

- i. **Attorneys**. Attorneys who are admitted to and in good standing with the highest court of the Commonwealth of Virginia, the State of Maryland, and the District of Columbia, or any other state, territory, or commonwealth of the United States;
- ii. **CLUs**. Chartered Life Underwriters;
- iii. **CPAs**. Certified Public Accountants who are licensed and in good standing with the Board of Accountancy, or other applicable authority in the Commonwealth of Virginia, the State of Maryland, and the

District of Columbia, or any other state, territory, or commonwealth of the United States;

- iv. **Trust Officers**. Trust Officers of Trust Companies and Banks;
- v. **CFPs & ChFCs**. Certified Financial Planners or Chartered Financial Consultants;
- vi. **Planned Giving Professionals**. Whose employer is a charitable organization described in section 501(c)(3) of the Internal Revenue Code; or consultants or other professionals whose primary business is to provide planned giving services to one (1) or more charitable organizations described in section 501(c)(3) of the Internal Revenue Code;
- vii. **Accredited Valuation Experts**, who are members of:
 - The American Institute of Certified Public Accountants (AICPA),
 - The American Society of Appraisers (ASA),
 - The Institute of Business Appraisers (IBA),
 - The National Association of Certified Valuation Analysts (NACVA),or
 - A comparable accrediting organization; and
- viii. **Enrolled Agents**. A federally-authorized tax practitioner who has technical expertise in the field of taxation and who is empowered by the U.S. Department of the Treasury to represent taxpayers before all administrative levels—examination, collection, and appeals—of the Internal Revenue Service.

There shall be no limit on the total membership, and it shall be the policy of the Council to encourage eligible persons to become members of the Council, it being the policy of the Council to maintain a membership reasonably balanced among the eight (8) professional disciplines comprising the Council.

B. Associate Membership. A person who works or provides services in the estate planning environment, but does not qualify under one (1) of the eight (8) professional disciplines, may apply for Associate Membership. Associate Members will be subject to the following additional criteria:

- i. Professional licensing and/or certification in a field that interacts with estate planning.
- ii. Paid attendance at a minimum of two (2) Northern Virginia Estate Planning Council meetings in the twelve (12) month period immediately prior to the application date.

- iii. Submission of a written statement describing their role in the estate planning process.
- iv. At least one (1) of the two (2) sponsors required under this Article 3, Paragraph D. will be a current member of the Executive Committee of the Northern Virginia Estate Planning Council. The requirement to have one (1) sponsor in the same professional discipline does not apply.
- v. Associate members may not vote, sponsor new members or join the Executive Committee of the Northern Virginia Estate Planning Council.
- vi. The total number of Associate Members may not exceed ten percent (10%) of total membership. If the number of Associate Members reaches the ten percent (10%) threshold at any time, additional applicants will be added to a waiting list until the percentage falls below ten percent (10%).
- vii. An Associate Member may attain full membership after serving three (3) years as an Associate Member, if they request full membership and are approved by a majority vote of the Executive Committee.

C. **Emeritus Membership.** A current member of the Council who is age sixty (60) years or older, has been has been a member in good standing for at least ten (10) years, and is no longer actively engaged in at least one (1) of the eight (8) professional disciplines set forth in Paragraph A of this Article 3, may apply for Emeritus Membership by requesting in writing that the Executive Committee grant such status to the member. Upon review of the member's written request, the Executive Committee may approve, in its sole and absolute discretion, the member for Emeritus Membership status, and upon approval, such member shall be subject to the following additional criteria:

- i. To retain continued eligibility in future years, the Emeritus Member must attend one Council event each year.
- ii. The total number of Emeritus Members cannot exceed fifteen percent (15%) of the total membership. If the number of Emeritus Members reaches the fifteen percent (15%) threshold at any time, current members who wish to become Emeritus

Members must continue as full paying Members until additional Emeritus openings become available.

- iii. The annual membership fee for an Emeritus Member is fifty percent (50%) of the membership fee paid by other members of the Council.
- iv. Emeritus Members can attend two in-person events per year at no charge. Normal guest fees will apply for additional in-person events that an Emeritus Member attends. There is no limit or charge to Emeritus Members for virtual events.
- v. Emeritus members may not vote on Council matters or join the Executive Committee.

D. **Applications**. Application for membership shall be made on an appropriate form approved by the Executive Committee to be made available by the Council (“Application”). Any applicant must be eligible for membership by reason of being a member of at least one (1) of the eight (8) professional disciplines set forth in Paragraph A of this Article 3 and shall be sponsored in writing by two (2) members of the Council, one (1) of whom shall be in the same professional discipline as the applicant, each of whom has had professional experience with the applicant. If an applicant qualifies for two (2) or more of the professional disciplines set forth in Paragraph A of this Article 3, the applicant shall specify under which professional discipline such applicant desires to become a member and shall be eligible for election to the Executive Committee as a member of the professional discipline selected. If a member of the Council desires to change his or her professional discipline, he or she shall be required to re-apply for admission under his or her new professional discipline in accordance with the provisions of this Article 3. Associate Members will meet the additional qualifications established in Article 3, Paragraph B.

E. **Review**. Applications for membership may be submitted to any member of the Executive Committee, or to the Executive Director, if any, with a full payment of applicable dues. Copies of all Applications shall be circulated to all members of the Executive Committee prior to voting on such Application. In reviewing an applicant’s Application, the Executive Committee shall take into consideration the objective qualifications of the applicant based on the standards of the applicant’s applicable professional discipline set forth in this Article 3, and may take into consideration (i) the effect that the admission of the applicant will have on the balance of the eight (8) professional disciplines comprising the Council, and (ii) the applicant’s professionalism and ethics.

- F. **Discrimination Prohibited.** In no event will the Council discriminate in its membership policies or process against any individual on account of sex, race, religion, national origin or any other basis prohibited by applicable law.
- G. **Acceptance/Denial of Application.** Unless a member of the Executive Committee notes a written objection or reservation within thirty (30) days by filing such with the Executive Committee, an applicant will be accepted as a member of the Council. If any member of the Executive Committee notes a timely written objection or reservation with respect to an Application, he or she must submit to the Executive Committee for its consideration a written explanation of the objection or reservation. In such case the Executive Committee will review the objection and reservation and vote upon the Application. Any applicant rejected for membership shall have the right upon request to receive a confidential explanation of the reason or reasons for the rejection of his or her Application. The applicant may also appeal the rejection in writing or in person before a meeting of the Executive Committee. The final decision of the Executive Committee regarding the acceptance or rejection of an applicant's Application shall be binding on all parties.
4. **EXECUTIVE COMMITTEE.** All powers necessary for the government of the Council shall be vested in an Executive Committee elected from the members of the Council.
- A. **Number.** The Executive Committee shall consist of eight (8) members. Not more than three (3) members of the Executive Committee shall be elected from the same professional discipline set forth in Article 3 of these Bylaws. The immediate past President, if he or she is not otherwise then a member of the Executive Committee, shall be an ex-officio non-voting member of the Executive Committee.
- B. **Term.** The members of the Executive Committee shall serve approximately two (2) year staggered terms, with four (4) members being elected in each year. A member of the Executive Committee shall serve until his or her successor has been duly elected and installed. A member of the Executive Committee may be re-elected to no more than three (3) consecutive full terms. The members of the Executive Committee shall be nominated and elected in accordance with the provisions of Article 7 of these Bylaws.
- C. **Interim Appointments.** If any member of the Executive Committee, other than the immediate past President who is not otherwise a member of the Executive Committee, resigns, is removed, or for any reason becomes unable to serve during his or her term in office, the remaining members of the Executive Committee shall elect from the same professional discipline

another Council member as successor to serve out the remaining term of the member who resigned or became unable to serve.

- D. **Procedure.** The Executive Committee may establish reasonable rules of procedure and practice for any meeting of the Executive Committee not inconsistent with these Bylaws.
 - E. **Additional Appointments.** The Executive Committee may designate one (1) or more members of the Executive Committee to organize and coordinate programs for regular meetings and to prepare a draft budget for the Council. In addition, the Executive Committee may appoint one (1) or more members of the Executive Committee, other than any member who has signatory authority over the bank accounts of the Council, to review the Council's financial accounts and records each year.
5. **OFFICERS.** The elected officers of the Council shall be a President, a Vice President, a Secretary, and a Treasurer (referred to herein, collectively, as "officers" and individually as an "officer"). The offices of the Secretary and Treasurer may be vested in one (1) person. The Vice President may serve as Secretary and/or Treasurer. The officers shall be nominated, elected and installed in accordance with the provisions of Article 7 of these Bylaws.
- A. **Terms.** Each officer shall serve one (1) year, or until his or her successor has been elected and installed, if later. No President may serve more than one(1) full term. Any other officer may serve more than one (1) full term.
 - B. **Interim Appointments.** If any officer resigns, moves to a higher office, or for any other reason becomes unable to serve during his or her term in office, the remaining members of the Executive Committee shall elect a successor to serve out the term of the officer who resigned, moved to a higher office, or became for any reason unable to serve. If a vacancy in the President's office occurs, it is anticipated, but not required, that in such event the Vice President will ascend to higher offices in sequence.
 - C. **President.** The President shall preside at all meetings of the Council and of the Executive Committee. The President shall have authority to bind the Council to contracts, written or oral, and to issue, or direct to be issued, checks or draws on Council funds to implement its purposes, subject to approval of the Executive Committee.
 - D. **Vice President.** The Vice President shall perform the duties of the President in the absence of the President and such other duties as the President or the Executive Committee shall assign.
 - E. **Secretary.** The Secretary shall be responsible for maintaining the corporate book of the Council. The Secretary shall take and maintain minutes of the

Executive Committee meetings and meetings of the Council. The Secretary shall also maintain a copy of the Council's most recent financial statement with the other records of the Council. A current roster of the members of the Council shall be maintained by the Secretary and shall be distributed to all members from time to time as directed by the Executive Committee. The Secretary shall be responsible for the sending of notices of meetings and other communications to the members. One or more of the duties set forth in this Paragraph may be delegated by the Executive Committee to the Executive Director if an Executive Director is retained by the Executive Committee.

- F. **Treasurer**. The Treasurer shall prepare and submit a statement of receipts and disbursements and of the financial condition of the Council as soon as possible after the end of each of the Council's fiscal years and at such other times as the Executive Committee may direct, and such reports shall be reviewed by the Executive Committee and circulated to all members of the Executive Committee. The Treasurer shall be responsible for maintaining a record of the payment of annual dues by members, and shall be responsible for preparing all tax returns and reports required by the appropriate governmental authorities. One or more of the duties set forth in this Paragraph may be delegated by the Executive Committee to the Executive Director if an Executive Director is retained by the Executive Committee or to any Executive Committee member.
- G. **Executive Director**. The Executive Director shall not be an elected officer. The President, with the approval of the Executive Committee, may engage the services of an Executive Director to assist the officers and other members of the Executive Committee in the performance of their duties. The Executive Director shall be paid such compensation, including bonuses and awards, as the Executive Committee shall determine. The Executive Director may be retained as an employee or independent contractor of the Council as the Executive Committee deems appropriate. The duties of the Executive Director shall be determined by the Executive Committee. The President, with the approval of the Executive Committee, may retain the services of any other individual or corporation, as an employee or independent contractor, to assist in carrying-out the purposes of the Council.
- H. **Signature Authority**. The President shall have signature authority over the Council's bank accounts. The Executive Committee may authorize one (1) or more of the Vice President, Secretary, Treasurer, or the Executive Director to have signature authority over the Council's bank accounts.
6. **QUORUMS**. Four (4) members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee. Attendance at any meeting of the Executive Committee shall constitute a waiver

of notice of such meeting, except attendance solely to protest the legality of a meeting.

7. **NOMINATIONS AND ELECTIONS**. The members of the Executive Committee and the officers (other than the Executive Director, if any) shall be nominated, elected and installed in accordance with this Article 7.

A. **Nominations by the Executive Committee**. The Executive Committee, prior to the date of the regular meeting immediately preceding the Annual Meeting, shall prepare a list of nominees for the open seats on the Executive Committee for the coming year and for the officer positions for the coming year. The Executive Committee shall select nominees for the open seats on the Executive Committee so that, if elected, the addition of such nominees to the Executive Committee would not violate the rule regarding the composition of the Executive Committee set forth in Article 4 of these Bylaws. The President shall present the list of the nominees for the open seats on the Executive Committee for the coming year and for the officer positions for the coming year to the members of the Council at the regular meeting immediately preceding the Annual Meeting or, if not feasible, at another meeting prior to which the members of the Council are given at least ten (10) days written or electronic notice that an election will be held.

B. **Nominations at the Annual Meeting**. Any member of the Council may, at the Annual Meeting or at any other meeting of the Council at which elections are to be held, nominate one (1) or more additional candidates for the open seats on the Executive Committee for the coming year and nominate one (1) or more candidates for the officer positions before or after the election of the members to the Executive Committee. Any candidate nominated at the Annual Meeting must receive at least four (4) seconds from among the members of a quorum of the Council present to be eligible for election.

C. **Officer's Eligibility**. To be eligible for nomination as an officer under Paragraphs A. or B. of this Article 7, the nominee must be a member of the Executive Committee or must be a nominee for election to the Executive Committee under Paragraphs A or B of this Article 7 and must be elected to the Executive Committee at the same meeting of the Council at which he or she is elected as an officer. If a nominee is nominated as both a member of the Executive Committee and as an officer, but is not elected to the Executive Committee, such nominee shall become ineligible to be elected as an officer. It is anticipated, but not required, that the President, the Vice President, the Secretary, and the Treasurer will represent, respectively, four (4) of the eight (8) professional disciplines set forth in Article 3 of these Bylaws so that the office of the President shall be rotated among the eight (8) professional disciplines set forth in Article 3 of these Bylaws whenever feasible.

- D. **Elections**. The election of members of the Executive Committee and the election of the officers shall occur at the Annual Meeting of the Council or another meeting of the Council provided a quorum is present. For any meeting at which a quorum is not present, the election of members of the Executive Committee and officers shall occur at the next meeting of the Council at which a quorum is present. All members of the Council in good standing shall be entitled to vote at the Annual Meeting or any other meeting at which the election occurs. To vote, members must do so in person or by proxy, the form of a proxy to be approved by the Executive Committee.
- E. **Order of Elections**. The election of members to the Executive Committee shall occur first followed by the election of the officers.
- F. **One Vote**. In electing the members to the Executive Committee, each member shall be entitled to one (1) vote. The nominees receiving the four (4) greatest vote totals whose election to the Executive Committee would not violate the rule regarding the composition of the Executive Committee set forth in Article 4 of these Bylaws shall be elected to the Executive Committee. In addition, in electing each of these officers, each member shall be entitled to one (1) vote for each office. The nominee receiving the greatest vote total for each office shall be elected to that office.
- G. **Secret Written Ballot**. If the President believes a secret written ballot is appropriate because the election is contested, the President may so require, in which case each voting member shall be entitled to submit a ballot.
- H. **Installation**. The nominees elected to the Executive Committee and nominees elected as the officers shall be installed and assume the duties of their respective offices at the meeting of the Council at which elected.
8. **COMMITTEES**. The Executive Committee shall be authorized to appoint committees of two (2) or more members of the Executive Committee as the Executive Committee may consider advisable in furthering the interests of the Council, and to delegate to such committees such duties and powers as the Executive Committee may deem advisable.
9. **MEETING OF THE MEMBERS**. The meeting of the members shall consist of the Annual Meeting, regular meetings, and special meetings. The purposes and format of the meetings shall be at the discretion of the Executive Committee, including, but not limited to, holding an in person live meeting, electronic, digital, or other such format as the Executive Committee may from time to time determine. Twenty-five percent (25%) of the members of the Council shall constitute a quorum for the transaction of business at any meeting of the Council.
- A. **Annual Meeting**. The Annual Meeting of the Council shall be held in the month of October of each year at such time and place as may be designated

by the Executive Committee. Written or electronic notice of such Annual Meeting shall be given to all members at least ten (10) days prior to the date thereof.

- B. **Regular Meetings**. Regular meetings of the Council will be held from four (4) to seven (7) times each year as the Executive Committee shall determine, no more often than once each calendar month. Members will receive at least ten (10) days written or electronic notice of each regular meeting.
 - C. **Special Meetings**. Meetings for the furtherance of the Council's objectives, other than regular and Annual Meetings, may be called by the President or the Executive Committee in their discretion upon ten (10) days' written or electronic notice to all members.
 - D. **Notice of Elections**. If any meeting of the Council is to be held for the election of members to the Executive Committee or for the election of the officers, the notice of such meeting shall state that such election is to take place at such meeting.
 - E. **Guest**. A member may bring one (1) or more guests to any regular or Annual Meeting unless the Executive Committee shall otherwise direct. The member shall be responsible for a guest fee which shall be set by the Executive Committee at a level which will at least cover the pro rata share of the meeting's cost attributable to the guest. It is recommended that a member shall not bring the same guest more than twice in any fiscal year of the Council.
 - F. **Procedure**. The Executive Committee may establish reasonable rules of procedure and practice for any meeting of the members of the Council not inconsistent with these Bylaws.
10. **EXECUTIVE COMMITTEE MEETINGS**. Meeting of the Executive Committee may be called by the President at his or her discretion, or by any three (3) members of the Committee, upon ten (10) days written or electronic notice to all members of the Committee. The Executive Committee shall act upon the vote of the majority of its members present and voting, provided that at least a quorum of its members is present and voting. In lieu of meeting, the Executive Committee may act by unanimous written consent or by telephonic meeting.
11. **DUES AND EXPENSES**. Each member of the Council shall pay such annual dues and fees as shall be established by the Executive Committee. Annual dues shall be pro-rated for a member's first year of membership, but shall not be pro-rated for a member's final year of membership. Expenses of the Council shall be paid from the Council funds as authorized by the Executive Committee. No officer or member of the Executive Committee shall be compensated by the Council for

serving in such capacity, but any member of the Council may receive fair compensation for any other services requested by and rendered to the Council and shall receive reimbursement for reasonable expenses incurred on behalf of the Council.

12. **FISCAL YEAR**. The fiscal year of the Council shall begin November 1 and end October 31.
13. **AMENDMENTS**. These Bylaws may be amended only if the amendment is approved by a majority of the Executive Committee and by a vote of sixty percent (60%) of the members of the Council present or voting by proxy (the form of which is approved by the Executive Committee) at any Annual Meeting, regular meeting or other meeting of the Council at which there is a quorum, provided that the proposed amendment shall have been first submitted to the members in writing or electronically at least ten (10) days prior to the meeting.
14. **EXPULSION OR SUSPENSION OF MEMBERSHIP**. Any member may be suspended for a period of time or expelled from membership in the Council by action of the Executive Committee upon the following grounds:
 - A. **Failure to Pay Dues**. The failure to pay dues within sixty (60) days after written notice and demand therefor from the Council;
 - B. **Failure to Maintain Eligibility**. The failure to maintain eligibility for membership under any one (1) of the professional disciplines set forth in Article 3 of these Bylaws; and/or
 - C. **Unethical or Unprofessional Conduct**. The commission of any act judged by the Executive Committee in its discretion to be unethical or unprofessional.

Expulsion or suspension shall be determined after a hearing by the Executive Committee. Any member facing expulsion or suspension shall have the right upon request to receive a confidential explanation of the reason he or she is facing potential expulsion or suspension. The member concerned shall be given ten (10) days written or electronic notice of the hearing, and an opportunity to present his or her views, in person or in writing, at such meeting. A suspended member may be reinstated at any time by the Executive Committee. An expelled member may reapply for membership under the rules of Article 3 of these Bylaws, but not within two (2) years of expulsion. Any member of the Executive Committee or any officer who is expelled or suspended shall be deemed to have resigned as a member of the Executive Committee, and/or as an officer, as the case may be, for purposes of these Bylaws.

15. **RESIGNATION**. Any member whose dues are not in arrears may terminate his or her membership by written resignation, but such member shall not be entitled to any refund of dues.
16. **INDEMNIFICATION**. All officers of the Council and members of the Executive Committee shall be indemnified and held harmless by the Council for any liability incurred resulting from their actions while acting in any such capacity in good faith, provided that such indemnity shall not extend to willful or intentional malfeasance, fraud, or dishonesty.
17. **NOTICE**. For purposes of these Bylaws, written notice to a member shall be proper if delivered by U.S. Mail to the last address provided by the member to the Council, by facsimile to the last facsimile number provided by the member to the Council, or by e-mail to the last e-mail address provided by the member of the Council.

THESE BYLAWS ADOPTED by the members of the Council at a regular meeting called for that purpose on the _____ day of _____.

Passed by the NORTHERN VIRGINIA ESTATE PLANNING COUNCIL membership at the membership meeting on _____.

Attending Members _____

Vote: ____ Yes ____ Nays

(Total Membership:____)