

**AMENDED AND RESTATED BYLAWS AS OF NOVEMBER 5, 2018**  
**OF**  
**THE NATIONAL ASSOCIATION OF ESTATE PLANNERS & COUNCILS**

1. Name. The name of this Corporation is “The National Association of Estate Planners & Councils.” The Corporation may also refer to itself as formerly the “National Association of Estate Planning Councils” and as successor to the “National Association of Estate Planners” and may use any and all trademarks and logos used by those organizations, including the designation “Accredited Estate Planner®.” The Corporation is governed by a Board of Directors referred to as the “Board.”
  
2. Mission Statement. The National Association of Estate Planners & Councils will promote excellence in estate planning by serving estate planning councils and their credentialed members, delivering exceptional resources and unsurpassed education, and recognizing those members within who hold the Accredited Estate Planner® designation and Estate Planning Law Specialist certification.
  
3. Vision Statement. The National Association of Estate Planners & Councils will be the association of choice for professionals engaged in the practice of estate planning and will foster the multi-disciplinary approach to estate planning designed to meet the needs of clients at all stages of their lives, with an emphasis on wealth preservation and legacy.
  
4. Purposes. The specific purposes of the Corporation, as provided in the Restated Certificate of Incorporation, are:
  - (a) Invite all local estate planning councils to be affiliated and to take full advantage of the multitude of resources;
  - (b) Encourage every qualified professional to affirm their commitment to the team concept of estate planning by attaining the Accredited Estate Planner® designation;
  - (c) Ensure that every member of each affiliated council recognizes the National Association of Estate Planners & Councils and its relationship with their council;
  - (d) Inspire every credentialed advisor who is significantly engaged in estate planning to become a member of their local council;
  - (e) Engage all council members and Accredited Estate Planner® designees to attend the Annual NAEPAC Advanced Estate Planning Strategies Conference and distance-learning events, and to utilize The Robert G. Alexander Webinar Series and other resources.
  
5. Classes of Members. There shall be four (4) classes of members of this Corporation: Council, Accredited Estate Planner® Designee, At-Large, and Honorary. Except as otherwise set forth herein, the Board shall determine other conditions of membership.
  - (a) Council. The Council membership of this Corporation shall consist of participating estate planning councils. Each member Council shall have one (1) vote and may designate one (1) of its representatives to cast such vote. Other conditions of Council membership shall be more fully stated in the bylaws section 7.
  - (b) Accredited Estate Planner® Designee. The Accredited Estate Planner® Designee membership of this Corporation shall consist of those who have successfully completed the Accredited Estate Planner® designation application process and are current with dues. Each member Accredited Estate Planner® Designee shall have 1/100 vote.

- (c) At-Large. At-Large members shall consist of persons who are actively and substantially engaged in the estate planning process for whom membership in a member Council is not geographically-available, who hold one or more of the qualifying professional designations or credentials required for becoming an Accredited Estate Planner® designee, and whose initial membership and continuation are subject to other criteria established and administered by the Board of Directors. Each At-Large Member shall have 1/100 vote.
- (d) Honorary. Honorary membership in this Corporation may be extended to persons who have rendered distinguished service in the field of estate planning or who otherwise have merited such membership. They shall be selected, elected, and retained in a manner as may be, from time to time, determined by the Board. They shall not be entitled to vote, eligible to hold office, or be required to pay dues.

6. Quorum; Proxy Not Permitted. Twenty (20) Accredited Estate Planner® Designees and At-Large members collectively, plus twenty (20) councils, shall constitute a quorum for the transaction of business at meetings of the Members. Voting by proxy shall not be permitted. No single person shall be permitted to cast a vote on behalf of more than one (1) class of Member.

7. Qualifications, Dues and Membership Procedures. Any estate planning council is eligible to become a member Council if it encourages as members credentialed professionals in the disciplines of: (i) attorney, (ii) accountant, (iii) insurance/financial planning professional, (iv) philanthropic professional, and/or (v) trust professional. The council may also choose to admit others to membership as it has determined appropriate. The initiation fee, if any, and dues and procedures for application and approval of councils and others for membership shall be established by the Board.

8. Meetings of the Members.

8.1 Annual and Others. The Corporation shall have an annual meeting and may have other meetings at such times and places as may be determined by the Board.

8.2 Notice. Notice of meetings of the Members, including an agenda of the business to be brought before the members, shall be submitted to each member Council, Accredited Estate Planner® Designee, and to each At-Large member at least thirty (30) days before any meeting of the Members by any form of delivery permitted by law. The parliamentary authority for such meetings shall be the most current edition of *Robert's Rules of Order*.

9. Officers.

9.1 Composition. The Officers of the Corporation shall consist of a President, a President-Elect, a Treasurer, a Secretary, and the Immediate Past President, each of who are actively practicing in, and representative of, the practice of estate planning. The Officers shall be representative of the following professional disciplines: (i) attorney, (ii) accountant, (iii) insurance/financial planning professional, (iv) philanthropic professional, and (v) trust professional. At no time shall the Officers include more than two (2) individuals practicing from any single professional discipline. They shall reflect the diversity of the association with regard to professional discipline, the profession of estate planning, and of the team concept of estate planning and the composition of the team. Officers of the Corporation shall be elected at each annual meeting and hold office from January 1 until his or her successor takes office.

9.2 President. The President shall be the principal executive officer of the Corporation. The President shall preside at meetings of the Members, the Board, and the Executive Committee. The other Officers, Staff, and Committees of the Corporation shall act under the supervision of the President. The President shall automatically assume the office of Immediate Past President in the year after serving as President.

9.3 President-Elect. There shall be an office designated President-Elect who shall exercise the authority and perform the duties of the President when the President is absent or unable to act, except for presiding at meetings whenever the Immediate Past President is available. The President-Elect shall automatically assume the office of President in the year after serving as President-Elect.

9.4 Treasurer. The Treasurer shall supervise the receipt, custody, and disbursement of the funds of the Corporation, key financial activities, and the maintenance of its financial records.

9.5 Secretary. The Secretary shall supervise the preparation of the minutes of the meetings of the Members, the Board, and the Executive Committee and shall have general charge of the membership records of the Corporation.

9.6 Immediate Past President. In the absence of the President, the Immediate Past President shall preside at all meetings of the Members, the Board, and the Executive Committee. The Immediate Past President shall chair the Nominating Committee and the Past President's Council.

9.7 Additional Duties. The President or Board may assign additional duties to any Officer.

9.8 Term of Service. Excepting special circumstances, the term of service for the Officers shall be one (1) year.

9.9 Accredited Estate Planner® Designation Requirement. Each person elected to serve as an Officer must hold the Accredited Estate Planner® (AEP®) designation. Any existing Officer who does not continue to maintain such designation in good standing will have his or her term of service terminated automatically. The Nominating Committee shall take this requirement into consideration during their review of candidates to become Officers.

## 10. Board of Directors.

### 10.1 Board of Directors: Powers, Composition, and Term Limits.

(a) Powers. All powers necessary for the governance of the Corporation shall be vested in a Board of Directors composed of the five (5) Officers of the Corporation, fifteen (15) Members who are representatives of member Councils, Accredited Estate Planner® Designees, or At-Large Members, and up to five (5) Directors Emeritus;

(b) Composition. The elected Directors (who are not Officers) shall consist of fifteen (15) professionals who are actively practicing in, and representative of, the following professional disciplines: (i) attorney, (ii) accountant, (iii) insurance/financial planning professional, (iv) philanthropic professional, and (v) trust professional with approximately one-third (1/3) to be elected each year. They shall reflect the diversity of the association with regard to professional discipline, the profession of estate planning, and of the team concept of estate planning and the composition of the team. At no time shall there be less than two (2) professionals, or more than four (4) professionals, who are actively practicing in a single discipline.

(c) Term Limits. No Director shall serve more than two (2) consecutive three (3) year terms of service. In no case shall one serve as a Director for more than nine (9) years during their lifetime.

10.2 Election of Directors. The Directors who are not Officers shall be elected by the Members at the annual meeting for staggered three (3) year terms commencing and ending on the same dates as Officers.

10.3 Vacancies. Vacancies may be filled through appointment by the Board and such appointees shall serve the balance of the unexpired term.

10.4 Director Emeritus. The Board may, from time to time, select up to five (5) additional members, each of whom shall be designated as a “Director Emeritus.” A Director Emeritus shall be a person whose service and dedication to the Corporation are so exemplary and outstanding that a special office is appropriate to encourage his or her continued participation with the Corporation. The term of each Director Emeritus shall be set at his or her election, and, in the absence of a specified term, he or she shall continue in office until (1) his or her resignation, (2) his or her removal by the Board, or (3) until the expiration of a period of five (5) years, whichever first occurs. Directors Emeritus shall serve without a vote, but shall be accorded all other rights, privileges, and prerogatives of Directors, as well as the additional esteem, eminence, and regard befitting their exemplary contributions to the Corporation.

10.5 Call, Notice and Quorum of Directors. The President, a majority of the Executive Committee, or one-third (1/3) of the Members of the Board may call a meeting of the Board by any form of delivery permitted by law, designating the date, time and place (or by telephone conference) of such meeting. Each Director shall be given at least five (5) days notice of such meeting. However, the Board may meet during and immediately following each annual meeting of the Members upon verbal announcement given at such annual meeting. A quorum of the Board for the transaction of business shall be one-third (1/3) of its then-eligible voting members.

10.6 Board Procedures and Policies. The Board may, by resolution, adopt, amend, and rescind procedures, policies, and other rules relating to the Board. The parliamentary authority for meetings of the Board and all Committees thereof shall be the most current edition of *Robert’s Rules of Order*.

10.7 Accredited Estate Planner® Designation Requirement. Each person initially elected to serve on the Board must obtain the Accredited Estate Planner® (AEP®) designation within one year of joining the Board or his / her term of service will be terminated automatically. Any existing member of the Board who does not continue to maintain such designation in good standing will have his / her term of service terminated automatically. The Nominating Committee shall take this requirement into consideration during their review of applicants to join the Board.

## 11. Committees of the Board of Directors.

11.1 Executive Committee. The Executive Committee shall be composed of the Officers, which shall have and may exercise all of the powers and authority of the Board to the fullest extent permitted by law.

11.2 Nominating Committee. The Immediate Past President (and, if not available, such person as may be designated by the Board) shall chair the Nominating Committee composed of the President-Elect and three other members to be appointed with advice and guidance from the Executive Committee, with consideration given to professional discipline, from a pool of past presidents, past directors, and others deemed qualified. In addition, the President will participate in a non-voting capacity.

11.3 Accredited Estate Planner® Designation Committee. The Accredited Estate Planner® Designation Committee shall have responsibility for administration and oversight of the Accredited Estate Planner® designation program. The Chairperson shall be appointed by the President.

11.4 Council Relations Committee. The Council Relations Committee shall serve as the liaison between individual councils, both affiliated and unaffiliated, in order to deliver the resources offered by membership in NAEPC. The Chairperson shall be appointed by the President.

11.5 Advanced Estate Planning Strategies Conference Committee. The Advanced Estate Planning Strategies Conference Committee shall have responsibility for administration and oversight of the Advanced Estate Planning Strategies Conference. The Chairperson shall be appointed by the President.

11.6 Other Committees. The Corporation may have such additional committees as the Board may establish. The Chairperson shall be appointed by the President.

11.7 Quorum. A quorum for the transaction of Committee business shall be one-third (1/3) of its then-eligible voting members.

12. Executive Manager. An Executive Manager of the Corporation may be appointed by the Board and given such duties as designated by the Board.

13. Indemnification.

13.1 In case any Director, Officer, Committee member, Employee, Agent or other person who may have served at the Corporation's request (hereinafter "Indemnitee") is made a party to or is being threatened to be made a party to any action, suit or proceeding whether civil, criminal, administrative or investigative, including any action by or in the right of the Corporation, by reason of the fact that he or she acted in such a capacity on behalf of the Corporation, the Indemnitee shall be indemnified by the Corporation against his or her expenses. Expenses include attorneys' fees, disbursements, judgments, fines and all other amounts paid in settlement, actually and reasonably incurred in connection with any action, suit or proceeding if the Indemnitee acted in good faith and in a manner the Corporation, by a vote of a majority of its Directors, reasonably believed to be in or not opposed to, the best interests of the Corporation. With respect to any criminal action or proceeding such person must not have had reasonable cause to believe that his or her conduct was unlawful.

13.2 In actions by or in the right of the Corporation, the foregoing indemnification shall be limited to expenses, including attorneys' fees and amounts paid in settlement not exceeding the Indemnitee's estimate for bringing the action to a conclusion, actually and reasonably incurred in connection with the defense or settlement of such action.

13.3 No indemnification shall be provided in respect to any claim, issue or matter or part thereof, as to which such person shall have been judged by a competent jurisdiction after exhaustion of all appeals therefrom to be liable for willful or intentional misconduct in the performance of his or her duties to the Corporation.

14. Removal of Officer or Director. The Board may, at any time, with or without cause, remove any Officer or Director by two-thirds (2/3) vote of its members entitled to vote.

15. Amendment of Bylaws. With thirty (30) or more days' notice, the bylaws of the Corporation may be amended or repealed by a two-thirds (2/3) vote of the Board.

APPROVED AND ADOPTED by the Members, as of this 5<sup>th</sup> Day of November, 2018.



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M. Eileen Dougherty, President