

AMENDED AND RESTATED BYLAWS AS OF NOVEMBER 11, 2009
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. It is the mission of the Corporation to promote the multi-disciplinary approach to estate planning by supporting local estate planning councils and their members and by encouraging the formation of new councils. To that end, we are committed to:

- (a) Encourage attainment of the Accredited Estate Planner[®] (“AEP[®]”) designation by qualified estate planning professionals;
- (b) Encourage Attainment of the Estate Planning Law Specialist (EPLS) designation by qualified estate planning lawyers; and
- (c) Support efforts of The NAEPC Foundation to increase public awareness of the importance of estate planning by a team of professional advisors.

3. Vision Statement. The Corporation will be the association of choice for professionals engaged in the practice of estate planning because:

- (a) Unsurpassed education and networking opportunities are provided by attending local council meetings and the Corporation’s annual national conference; and
- (b) The public demands that its estate planners bear earned and recognized credentials, including the AEP[®] designation, conferred only by the Corporation, and the EPLS designation, conferred only by the NAEPC affiliated Estate Law Specialist Board, Inc. Both designations are among the few that meet that qualification.

4. Purposes. The specific purposes of the Corporation, as provided in the Restated Certificate of Incorporation, are:

- (a) To serve the best interests of the public, and to promote and enhance the welfare, ethical standards, and best interests of estate planning councils;
- (b) To establish and maintain a common meeting ground and medium for communication among estate planning councils and their members, and to promote understanding and harmony among them and with the general public;

- (c) To improve the stature of estate planning councils and their members through self-discipline and educational programs, and to improve their qualifications to serve the public;
- (d) To encourage talented students to enter the field of estate planning as members of estate planning councils: and to sponsor and implement vocational guidance and scholarship programs;
- (e) To administer the accreditation of professionals as “Accredited Estate Planner[®]” and to continue the use and application of the “Accredited Estate Planner[®]” designation; and
- (f) To support and coordinate programs with The NAEPC Foundation.

5. Classes of Members. There shall be three (3) classes of members of this Corporation: Council, 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;

(b) At Large. At Large members shall consist of persons who are actively, substantially engaged in the estate planning process for whom membership in a member Council is not feasible, who hold one or more of the qualifying professional designations or credentials required for becoming an AEP, 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; and

(c) 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, be eligible to hold office, or be required to pay dues.

6. Quorum; Proxy Not Permitted. Members authorized to cast at least ten per cent (10%) of the authorized votes shall constitute a quorum for the transaction of any business of the Corporation. Voting by proxy shall not be permitted.

7. Qualifications, Dues and Membership Procedures. Any estate planning council is eligible to become a member Council if it authorizes and includes as members at least each of the four (4) disciplines: trust officers, chartered life underwriters, attorneys, and certified public accountants. The initiation fee, if any, and dues and procedures for application and approval of councils and others for membership shall be established, from time to time, by the Board.

8. Meetings of the Corporation.

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. Each member Council shall have one (1) vote and may designate one (1) of its members as its representative to cast such vote. At Large Members shall have 1/100 vote. Members authorized to cast at least ten per cent (10%) of the votes shall constitute a quorum for the transaction of any business of the Corporation.

8.2 Notice. Notice of meetings of the Corporation shall be submitted to each member Council and to each At Large member at least thirty (30) days, but no more than sixty (60) days, before any meeting of the Corporation. The representatives of the member Councils and the At Large members shall have full authority to organize their meetings and govern the conduct of their deliberations. The vote of a member Council's representative must be cast by such representative in person. The vote of an At Large member shall be cast by such member. Voting by proxy shall not be permitted. Except as otherwise provided in these Bylaws or by a resolution of the representatives of the member Councils and the At Large members, 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 Secretary, a Treasurer, and the Immediate Past President, each of whom are actively involved in the practice of estate planning. At least one (1) of the officers shall represent each of the following categories of practitioners: (i) chartered life underwriter, (ii) certified public accountant, (iii) trust officer, (iv) attorney, and (v) certified financial planner, chartered financial consultant, or Accredited Estate Planner. Officers of the Corporation shall be elected at each annual meeting and hold office from the first day of the month following the completion of the annual meeting and conference and 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 Corporation, the Board, and the Executive Committee. Subject to direction by the Board, the other officers, staff, and committees of the Corporation shall act under the supervision of the 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 custody, receipt, and disbursement of the funds of the Corporation and the maintenance of its financial records.

9.5 Secretary. The Secretary shall supervise the preparation of the minutes of the meetings of the Corporation, 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 Corporation, the Board, and the Executive Committee. The Immediate Past President shall chair the Nominating Committee. The President shall automatically assume the office of Immediate Past President in the year after serving as President.

9.7 Additional Duties. Subject to the direction of the Board, the President may assign additional duties to any officer. Additional duties may also be assigned to any Officer by resolution of the Board.

10. Board of Directors.

10.1 Board of Directors: Powers and Composition.

(a) Powers. All powers necessary for the government 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 or At Large members, and such number of Directors Emeritus (up to a maximum of five [5]), whose qualifications, term, and number shall be determined by the Board of Directors; and

(b) Composition. The elected Directors (who are not officers) shall consist of at least three (3) attorneys, three (3) chartered life underwriters, three (3) certified public accountants, three (3) trust officers, at least one (1) from each discipline to be elected each year. Any person elected in any of the remaining positions shall be qualified in one of the four above disciplines or shall be a certified financial planner, chartered financial consultant or Accredited Estate Planner[®]. Each Director shall be in active practice in the respective discipline that such person represents. No person shall be initially elected to serve on the Board after 2007 or may continue to serve on the Board after that date (unless last elected to the Board before 2008) unless such person holds the AEP[®] designation and continues to maintain such designation in good standing.

10.2 Election of Directors. The Directors who are not also 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, to the end that approximately one-third (1/3) of the Directors are elected each year.

10.3 Vacancies. Vacancies may be filled through appointment by the Board. Such appointees shall serve the balance of the unexpired term. In making the nominations for representatives on the Board, the Nominating Committee, or the Board, when vacancies are filled, shall encourage geographical diversity.

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. Each Director Emeritus shall be accorded all of the rights, privileges, and prerogatives of the other 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, 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 Corporation 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 voting members excluding vacancies.

11. Committees of the Board of Directors.

11.1 Executive Committee. The Officers shall be the Executive Committee, 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, unless otherwise changed by a resolution of the Board, of the Members of the Executive Committee. The Nominating Committee shall propose a nominee for each office and each directorship to be filled at the next annual meeting.

11.3 Accredited Estate Planner[®] Committee. The Accredited Estate Planner[®] Committee shall have responsibility for administering the Accredited Estate Planner[®] designation program.

11.4 Other Committees and Groups. The Corporation may have such additional committees and constituent groups as the Board may establish. Unless otherwise provided by resolution of the Board, the chairman and other members of such committees shall be appointed by the President.

11.5 Board Procedures and Policies. The Board may, by resolution, adopt, amend, and rescind procedures, policies, and other rules relating to the Board, officers, Executive Director and staff, agents, committees, groups established by the Board, awards, projects, and programs of the Corporation. Except as otherwise provided by a resolution of the

Board, the parliamentary authority for meetings of the Board, Executive, and other committees and groups shall be the most current edition of *Robert's Rules of Order*.

12. Executive Director. An Executive Director of the Corporation may be appointed by the Board.

13. Indemnification. The Corporation shall indemnify any current or former director, officer, committee member, employee, agent, or any person who may have served at its request as a director, officer, committee member, employee, or agent of another corporation or other organization, whether for profit or not for profit, against costs and expenses (including attorneys fees) actually and necessarily incurred by her or him in connection with the defense of any action, suit, or proceeding in which she or he is made a party by reason of being or having been such director, officer, committee member, employee, or agent, except in relation to matters as to which she or he shall be adjudged in such action, suit, or proceeding to be liable for intentional misconduct or knowing violation of the law in the performance of a duty.

14. Removal of Officer or Director. The Board may remove any officer or director by two-thirds (2/3) majority vote of its members entitled to vote. Unless excused by the President, the Executive Committee, or the Board, an officer or director may be removed for failure to attend (or join in by telephone) two (2) consecutive meetings.

15. Amendment of Bylaws. The bylaws of the Corporation may be altered, rescinded or annulled by a two-thirds (2/3) vote of the members present at an annual meeting. In addition, the Board by a two-thirds (2/3) vote of the directors present may amend the bylaws, such amendment to be submitted to the members. The amendment shall be considered adopted as of the date of such Board action unless within sixty (60) days following the notice one-third (1/3) of the members have notified the Secretary of their vote to revoke, *ab initio*, the amendment.

APPROVED AND ADOPTED by the Members, as of this 11th Day of November, 2009.

Kathleen J. Belmonte, President