

BYLAWS
ESTATE PLANNING COUNCIL OF ST. LOUIS
(As Amended and Adopted on 4/26/2022)

Article I
Name

The name of this Corporation is the “Estate Planning Council of St. Louis,” hereinafter referred to as the “Council.”

Article II
Limitation on Power

The Council shall be an advisory body and shall have no power to bind its members to any action or conclusion that is not provided for in the Articles of Incorporation or these Bylaws.

Article III
Membership

A. Eligibility for Membership. Membership in the Council is limited to any person who is actively engaged in estate planning and who is a member of one of the following categories (the “Qualification Groups”):

1. a licensed attorney;
2. a licensed certified public accountant;
3. a holder of the Chartered Life Underwriter (CLU) designation, Chartered Financial Consultant (ChFC) designation, Certified Financial Planner (CFP) designation, Chartered Financial Analyst (CFA) designation, Personal Financial Specialist (PFS) designation, a Master of Science in Financial Services (MSFS) degree, a member of the Society of Financial Service Professionals, or an investment, insurance or financial professional, who is otherwise determined by the Board of Directors to be engaged in estate planning and to have the qualifications necessary to be admitted to the Council in the Financial Services Membership Group;
4. a person who has completed a course of study at a trust school, is a holder of the Certified Trust and Financial Advisor (CTFA) designation, or who works in the areas of estate planning and/or trust and estate administration at a trust company or a bank operating a trust department;
5. a Certified Financial Appraiser, a Member of the Appraisal Institute, a Certified Valuation Analyst, or an Accredited Member of the American Society of Appraisers;
6. a planned giving or philanthropic professional who works in the area of philanthropic estate planning; or

7. a person who is enrolled in a course of study the successful completion of which will enable such person to be a member of one of the foregoing Qualification Groups;
8. any other person who was a member in good standing as of February 15, 2005 and whose membership does not thereafter lapse as provided in this Article.

The Board of Directors may invite a person of distinction in the community who does not fall within any of the Qualification Groups and who is actively engaged in estate planning to apply for membership as an honorary member (with all the rights of a regular member). Otherwise, persons not actively engaged in estate planning and persons not described in a Qualification Group at the time of applying for membership shall be ineligible to apply.

B. Application for Membership. A person eligible to apply for membership may do so by submitting an application on the form published by the Council from time to time, together with such recommendation letters and application fee as specified by the Board on the application form. Each application submitted to the Council shall be reviewed by the Board's Membership Committee and, if approved, shall be submitted to the Board of Directors for vote. The applicant will become a member if elected by the vote of the Board of Directors. Once approved, the Board will assign each new member to one of the following categories (the "Membership Groups") based on the nature of the member's current employer, occupation and activity as the Board deems relevant:

1. Legal
2. Accounting
3. Financial Services
4. Trust
5. Valuation
6. Philanthropic

C. Continued Eligibility Requirements. Each member shall renew membership annually by certifying in the manner required by the Board that such person continues to be actively engaged in estate planning and continues to be described in one of the Qualification Groups. In addition, the member shall inform the Board if changes in the member's employer, occupation or activity may occasion the reclassification of the member's assigned Membership Group.

A member's status as a member shall lapse and therefore cease immediately upon any of the following events:

1. The member fails to renew membership and pay all outstanding membership dues by September 1 of a fiscal year.
2. The member ceases to be described in one of the Qualification Groups.
3. The member ceases to be actively engaged in estate planning; provided, however, that if such member's change of status is due to retirement, change of employment or other good cause, such member may petition the Board for

continuation of membership in the Council, which may be granted by the Board in its discretion.

4. The member has been assigned to a Membership Group that is subject to professional licensure and such member is suspended or expelled by the licensing agency regulating such profession.
5. The Board of Directors votes to suspend or expel the member for cause, provided that the Board determines the suspension or expulsion to be in the best interests of the Council.

D. Manner for Reinstatement of Membership Status. A person whose membership status has ceased may reapply for membership in the Council in the manner set forth below if and when such person subsequently meets the eligibility requirements stated herein or, if the person has been suspended or expelled as provided in paragraph C of Article III, such person may regain the status of a member upon satisfaction of the terms of suspension or expulsion as determined by the Board in its resolution of suspension or expulsion.

The procedures for reapplying for membership status are as follows:

1. A person who is a member of the Council at any time during the immediately preceding fiscal year may reapply for membership status by completing the renewal membership application and payment of all outstanding membership dues.
2. A person who has been a member at any time within the last five fiscal years may reapply for membership status by complying with the procedures set forth in paragraph B of Article III except that when submitting a new membership application, such application need not be accompanied with the required recommendation letters.
3. Any person who has not been a member at any time within the last five fiscal years may reapply for membership status by complying with the procedures set forth in paragraph B of Article III.

E. Emeritus Member. Notwithstanding the provisions of paragraphs A through D inclusive of Article III, an individual may apply to the Council to be an Emeritus Member if they meet all of the following requirements:

1. Continuous member of the Council for at least 15 years or is at least 65 years of age.
2. Substantially retired and no longer actively engaged in estate planning for new clients.
3. File application for Emeritus Member on the form published by the Council from time to time.

All applications for Emeritus Member are subject to review and approval by the Board of Directors.

Emeritus Members do not have any voting rights and are not required to pay any dues. However, if they do attend any meetings, they will pay a “member” rate to attend.

F. Roster of Membership. The Board of Directors shall maintain a list of members (and Emeritus Members) that shall be published annually in a membership roster along with scheduled programs or other materials of interest to the members. The membership list shall not be used for mailing purposes without the Board’s prior consent for which consent the Board may charge a fee. The published membership roster shall contain a legend setting forth the prohibition against its unauthorized use and the Board’s reserved right to charge a fee for its use.

Article IV

Annual Membership Meeting

The annual meeting of the Council shall be held in the month of June of each year, at such time and place as may be selected by the Board of Directors. The Secretary shall provide each member with notice by email or otherwise of the meeting at least fifteen (15) days prior to the date thereof, including in this notice the nominations for Officers and Members of the Board of Directors as filed by the Nominating Committee.

Article V

Other Membership Meetings

Regular meetings for the furtherance of the objective of the Council may be called by the Board of Directors at stated times, or from time to time at their discretion. The program of each such meeting shall be arranged by the Board with the aid of the Program Committee, if any. Any member may, in writing addressed to the Secretary, suggest to the Board the names of possible speakers in which he may be interested for future meetings.

Article VI

Board of Directors

All powers necessary for the government of the Council shall be vested in a Board of Directors, which shall consist of (a) the Officers of the Council, and (b) eight (8) other members who represent at least four (4) of the Membership Groups described in Article III. The last four past Presidents of the Council shall be ex-officio voting members of the Board of Directors. Any member who is a member or officer of the Board of Directors of the National Association of Estate Planners & Councils, shall be an ex-officio voting member of the Board of Directors of the Council. At each annual meeting of the Council, four (4) members, each from different Membership Groups described in Article III, shall be elected to the Board of Directors for a term of two (2) years. Such two-year term shall commence at the beginning of the immediately following fiscal year of the Council. Any member of the Board of Directors who is not willing and able to serve for a full two-year term shall serve until his successor has been elected. The Board of Directors shall have the power to fill, for the unexpired terms, any vacancy that may occur either in their own body or among the Officers and shall make its selection from person(s) nominated for such vacancy by its Nominating Committee, or, in its discretion, the Board of Directors may permit the membership to fill any such vacancy. The Board of Directors shall also have the power to terminate the membership of any person from either the Board of Directors or the Council or from both such groups. Ex-officio members shall be full voting members of the Board of Directors.

The Council shall indemnify each member of the Board of Directors and each Officer, and each such person’s legal representatives, against liabilities, expenses, counsel fees and costs reasonably incurred by said person or said person’s estate in connection with, or arising out of, any action, suit,

proceeding or claim in which such person is made a party by reason of such person's being, or having been, a Director or Officer; provided such Director or Officer acted in good faith and in a manner such person reasonably believed to be in and not opposed to the best interest of the Council. The indemnification herein provided for shall apply also in respect of any amount paid in compromise of any such action, suit, proceeding or claim asserted against such Director or Officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors shall have first approved such proposed compromise settlement and determined that the Director or Officer involved acted in good faith and in a manner such person reasonably believed to be in and not opposed to the best interest of the Council; but in taking such action any Director involved shall not be qualified to vote thereon. The Council, if it becomes liable for indemnity herein, shall be liable to pay 100% of any loss (including costs, charges and expenses) in excess of the coverage provided by any liability insurance company having coverage for such person for said loss.

Article VII

Meeting of the Board of Directors

Meetings of the Board of Directors may be called by the President at his discretion, or by three (3) members of the Board. It shall be the duty of the Board to establish rules of procedure and practice for its meetings.

Article VIII

Quorums and Votes Required

Any nine (9) members of the Board of Directors shall constitute a quorum for the transaction of business at a meeting of the Board of Directors. Every action of the Board of Directors shall require the affirmative vote of at least nine (9) members of the Board of Directors, whether in attendance at a meeting or evidenced in writing, unless a different vote is required by these bylaws.

Twenty-five (25) members present at any meeting of the membership of the Council shall constitute a quorum for the transaction of business. Every action of the Council shall require the affirmative vote of at least a majority of the members present at any duly called meeting of the membership of the Council having a quorum present, unless a different vote is required by these bylaws.

Article IX

Officers

The Officers of the Council shall consist of a President, a Vice President, a Secretary, a Treasurer, no two of which Officers serving shall be from the same Membership Group comprising the Council. In addition to the four regular Officers, other officers may be elected as the Board of Directors may from time to time determine in the interest of the Council. The regular Officers shall be elected at the annual meeting of the Council and shall hold office for a term of one year. Such one-year term shall coincide with the immediately following fiscal year of the Council.

Article X

Duties of Officers

The President shall preside at all meetings of the Council and the Board of Directors, and perform the duties set out herein.

The Vice President shall perform the duties of the President in the absence of the President. He shall also serve as Chairman of the Program Committee, arranging programs for the following year.

The Treasurer shall have the custody of all funds and property of the Council. He shall deposit all funds of the Council in the name of the Council in a bank or trust company or with such other company authorized to take deposits subject to demand as may be designated from time to time by the Board of Directors. All withdrawals of such funds shall be on checks or orders signed by the Treasurer or President. He shall prepare and submit a statement of the financial condition of the Council at the annual meeting and at such other times and in such manner as the Board of Directors may require.

The Secretary shall keep a record of the proceedings of all meetings of the Council and the Board of Directors, and he shall be responsible for the mailing of notices of meetings and other communications to members. The annual roster and brochure shall be prepared under his direction by such member of the Board of Directors as may be designated from time to time by the President.

Article XI

Committees

The President of the Council, and in his absence the Vice President, shall with the advice and consent of the Board, have the power to appoint such committees as he shall deem advisable to further the interests of the Council and its members, and to delegate to such committees such power and authority as the Board shall deem advisable.

Article XII

Nominations and Elections

The President shall, at least thirty (30) days prior to the date of each annual meeting of the Council, appoint four (4) members, each from a different Membership Group described in Article III, as a Nominating Committee to submit a list of nominees for Officers of the Council, and for members of the Board of Directors to be voted upon at the annual meeting. Such committee shall file the names of their nominees with the Secretary at least twenty (20) days before the date of the meeting. In addition, any nine (9) members of the Council, by notice in writing filed with the Secretary at least five (5) days before the date of the meeting, may nominate candidates for officers of the Council and for members of the Board of Directors. The members shall be entitled to vote at such meeting for any candidate named by either one of the above methods, but no nominations shall be accepted from the floor. For each office, the candidate receiving the most votes of the members present shall be declared elected. Of the candidates for membership on the Board of Directors, the four receiving the most votes of the members present shall be the newly elected members of the Board of Directors. The Nominating Committee shall submit the name or names of its nominees to the Board of Directors to fill any vacancies that may occur in said Board or among the Officers of the Council.

Article XIII

Expenses, Dues, and Fiscal Year

The annual dues shall be as set by the Board in its discretion. Any honorary member, however, may be excused from the payment of dues. The Board of Directors may fix lower dues for a first-year membership beginning after December 1st and running to the close of the fiscal year.

The fiscal year of the Council shall begin on the first day of July of each year and end on June 30 of the following year.

Each member who for the fiscal year beginning July 1st shall not pay his dues on or before September 1st of such year shall thereupon cease to be a member of the Council, upon action of the Board of Directors.

Article XIV
Ethics

No member of the Council shall use his or her membership in any form of advertisement or solicitation of business.

Article XV
Seal

This Corporation shall have no seal.

Article XVI
Amendments

These Bylaws may be altered, amended, suspended or repealed at any regular or special meeting of the Board of Directors.