

AMENDED AND RESTATED
BY-LAWS
OF
PALM BEACH ESTATE PLANNING COUNCIL, INC.

(A Corporation Not For Profit)

ADOPTED : _____, 2012

Article I

NAME

The name of this not for profit Corporation, as stated in its Articles of Incorporation, is the **PALM BEACH ESTATE PLANNING COUNCIL, INC.**

Article II

PURPOSE

The purposes of the Corporation, as stated in its Articles of Incorporation, are:

- A. To promote cooperation among the various professions engaged in the field of estate planning and to foster a better understanding of the relationship which each profession bears to the other and to the general public in the field of estate planning.

- B. To enhance the professionalism and interaction of the members for the benefit of their clients and public.

- C. To increase the overall general knowledge of the membership and to address specific topics of common interest.

- D. To engage in civic, community, educational and scholastic works or other similar activities, and for any other lawful purpose not for pecuniary profit and the proceeds of which

effort, less necessary and appropriate expenses, shall be devoted exclusively to the purposes enumerated above; and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporate laws or by other law, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or in any foreign country.

Article III

POWERS

In addition to the powers granted by its Articles of Incorporation and by these By-Laws, the Corporation shall have all such powers as now are or hereafter may be granted by the not for profit Corporation law.

Article IV

OFFICES

The Corporation shall have and continuously maintain in this State a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of Florida as the Board of Directors may from time to time determine.

Article V

MEMBERSHIP

A. The “Members” of the Corporation shall initially consist of the current members of the Corporation. All members must be actively practicing in, or retired from, the estate planning field, be approved by the Board of Directors, and must be current in their annual dues as set by the Board of Directors from time to time.

B. Any new Member must be actively involved in one of the following categories: (i) a practicing professional Trust Officer of a Trust Company, a Bank, or a brokerage firm maintaining a Trust Department in the State of Florida; (ii) a Chartered Life Underwriter; (iii) an Attorney authorized to practice in the State of Florida; (iv) a Certified Public Accountant authorized to practice in the State of Florida; (v) a Certified Financial Planner certified by the

International Board of Standards and Practices for Certified Financial Planners, Inc.; or (vi) if not among one of the five designations specified above, shall be practicing in, retired from, or otherwise directly involved in the estate planning process; **and** approved by a majority of the Board of Directors, PROVIDED, HOWEVER, the total number of Members authorized by this subparagraph vi shall not exceed twenty (20%) percent of the total “Members” of the Corporation from time to time.

C. New Members must submit a written application for membership to the Board of Directors, which Application sets forth the applicant’s qualifications for membership. Applicants must be sponsored by one current Member of the Corporation. Membership applications will be reviewed and approved by two members of the Board of Directors.

Article VI

BOARD OF DIRECTORS

A. All powers necessary for the government of the Corporation shall be vested in the Board of Directors.

B. The Board of Directors shall consist of no more than twelve (12) Members, consisting of the immediate past President of the Corporation and eleven (11) other Members of the Corporation elected by the Members of the Corporation at the annual meeting, each of whom shall be elected for a one (1) year term.

Article VII

OFFICERS

SECTION 1. TITLES AND TERM OF OFFICE

The officers of the Corporation shall consist of a President, a President Elect, a First Vice President (alternatively referred to as Vice President of Programming), a Second Vice President (alternatively referred to as Vice President of Membership), a Secretary, and a Treasurer, who shall be elected at each annual meeting of the Board and shall hold office for the term of one (1) year, or until their successors are elected and qualified.

SECTION 2. PRESIDENT.

The President of the Corporation shall be the chief executive officer of the Corporation and shall preside at all meetings of the Corporation and of the Board of Directors.

SECTION 3. PRESIDENT-ELECT.

The President-Elect shall perform the duties of the President in the absence of the President. The President-Elect shall assume the office of the President if a vacancy occurs prior to the completion of the President's term.

SECTION 4. FIRST VICE PRESIDENT (VICE PRESIDENT OF PROGRAMMING)

The First Vice President shall perform the duties of the President in the absence of the President and President-Elect and shall be responsible for scheduling Corporation meetings and organizing and scheduling programs.

SECTION 5. SECOND VICE PRESIDENT (VICE PRESIDENT OF MEMBERSHIP)

The Second Vice President shall be responsible for overseeing membership retention and recruitment. The Second Vice President shall assume the office of the First Vice President if a vacancy occurs in said office.

SECTION 6. SECRETARY.

The Secretary of the Corporation shall act as the Secretary at meetings of the Corporation and Board of Director meetings, and shall see to it that proper minutes of the meetings are made and recorded, including membership attendance records.

SECTION 7. TREASURER.

The Treasurer of the Corporation shall have custody of all funds and property of the Corporation and shall deposit all funds of the Corporation in a bank or savings and loan association chosen by the Board of Directors. The Treasurer shall prepare and submit a statement of financial condition

of the Corporation at the annual meeting and at such times and in such manner as the Board of Directors may require.

Article VIII

QUORUM

A simple majority of the Board of Directors shall constitute a quorum for the transaction of business. The members present at any regular meeting of the Corporation shall constitute a quorum for the transaction of business. The Board may take action without a meeting pursuant to Florida Statutes Section 617.0821.

Article IX

NOMINATIONS AND ELECTIONS

A. The President shall appoint a nominating committee of (3) members. The nominating committee shall submit a list of nominees for the seats on the Board of Directors expiring at the annual meeting. Such committee shall file the names of their nominees with the Secretary at least fourteen (14) days before the date of the annual meeting. In addition, any five (5) members by notice in writing filed with the Secretary at least five (5) days before the date of the meetings, may nominate candidates for the Board of Directors. The members shall be entitled to vote for any candidate named by either one of the above methods at the annual meeting. The candidates receiving the majority of the votes of the members present at the annual meeting shall be elected. The term of the office of the newly elected Board of Directors shall commence at the beginning of each new fiscal year.

B. In the event of a vacancy, the Board of Directors shall appoint a successor to fill the expired term of office.

Article X

ANNUAL MEETING

The annual meeting of the Corporation shall be held on the third Tuesday of May of each year (or on such other date as the Board shall determine) 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 ten (10) days prior to the date thereof. The fiscal year shall commence each year on July 1st.

Article XI

BOARD OF DIRECTORS MEETINGS

The meetings of the Board of Directors may be called by the President at such time and place as he may determine at his discretion, or when requested to do so by three (3) members of the Board of Directors. It shall be the duty of the Board of Directors to establish rules or procedure and practice for its meetings, subject to the approval of, or amendment by, the Members of the Corporation.

Article XII

VOTING RIGHTS

All members in good standing shall have voting rights.

Article XIII

COMMITTEES

The President of the Corporation, and in the President's absence, successively, the President-Elect, the First Vice President and the Second Vice President, shall, with the advice and consent of the Board of Directors, appoint, committees on programs, membership, public relations, and such other committees as he or she shall deem advisable to further the interest of the Corporation and its members, and to delegate to such committees such power and authority as the Board of Directors shall deem advisable.

Article XIV

MEETINGS

Meetings for the furtherance of the objectives of this Corporation may be called by the Board of Directors at stated times, or from time to time, in their discretion. The program of such meetings shall be arranged by the Board of Directors and the Program Committee. Any members may, in writing addressed to the Secretary, request the Board of Directors to bring it up for discussion at any meeting, except the annual meeting, any matter in which they may be interested.

Article XV

EXPENSES AND DUES

The expenses of the Corporation shall be provided for by annual dues payable in advance by each Member on or before the November meeting. The dues shall be set annually by the Board of Directors.

Article XVI

ADVERTISEMENT

No member of this Corporation shall use the membership herein in any form of advertisement or solicitation of business. The Board of Directors shall have the power to review and discipline any member's violation of the provisions of this ARTICLE, including revocation of such member's membership in this Corporation.

Article XVII

AMENDMENT OF BY-LAWS

These By-laws may be altered, amended, or repealed and new By-laws may be adopted either at regular or special meeting of the Members by vote of two-thirds (2/3rds) of the Members present, provided that notice setting forth such proposed amendments, or a summary of the substance thereof, shall have been delivered to all Members at least ten (10) days prior to such meeting.

Article XVIII

DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organization which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the Federal, State, or Local Government for exclusive public purposes.

Article XIX

EFFECTIVE DATE

These By-Laws shall become effective when adopted by a vote of the membership.

Date Drafted:

Date Adopted: