

**AMENDED AND RESTATED BYLAWS OF
THE DALLAS ESTATE PLANNING COUNCIL**

ARTICLE I NAME AND PURPOSES

- Section 1 **Name.** The name of the organization shall be the Dallas Estate Planning Council (hereinafter referred to as the "Council").
- Section 2 **Principal Office.** The principal office of the Council shall be maintained in Dallas, Texas.
- Section 3 **Purposes.** The purposes of the Council shall be the advancement of the science of planning an individual's financial estate, the encouragement of cordial discourse among the members hereof and the promotion of a better understanding of the estate planning process.
- Section 4 **Ethics.** No member of the Council may use his or her membership herein in any form of advertisement or solicitation of business in a manner that may be misleading or deceptive to the public.

ARTICLE II BOARD OF GOVERNORS

- Section 1 **Membership.** The Board of Governors of the Council (hereinafter referred as the "Board") shall consist of the immediate Past President, the officers, and four (4) elected members from each of the following professional categories of membership in the Council: (a) Attorneys, (b) Certified Public Accountants, (c) Financial Planning Professionals/Life Insurance Professionals, (d) Trust Officers, and (e) At-Large Professionals. Of the four (4) elected members from the category of Financial Planning Professionals/Life Insurance Professionals, at least one (1) member shall be a Financial Planning Professional and at least one (1) member shall be a Life Insurance Professional. (See the end of Section 3 below for transitional years 2019-2022 to incorporate At-Large Professionals as members of the Board.)
- Section 2 **Duties.** The Board shall be the governing body of the Council, and the President shall serve as Chairman of the Board. In such capacity, the President shall have the power to establish such standing and special committees as he or she shall deem appropriate and to appoint members of the Council to serve on such committees as he or she shall deem appropriate.

Section 3

Nomination and Election. The elected members of the Board shall be nominated by the Nominating Committee to be appointed by the President, as hereinafter referred to in Article III of these Bylaws. Each year, the Nominating Committee shall submit to the President the names of two (2) members from each of the following professional categories: (a) Attorneys, (b) Certified Public Accountants, (c) Financial Planning Professionals/Life Insurance Professionals, (d) Trust Officers, and (e) At-Large Professionals. To ensure required minimum Board membership from the Financial Planning Professional sub-category and the Life Insurance Professional sub-category, a minimum of one (1) member from each separate sub-category (*i.e.*, Financial Planning Professional sub-category and Life Insurance Professional sub-category) shall be elected to the Board at least as often as every other year. The nominees shall be presented at a regular meeting of the Council prior to the May meeting. At the May meeting, additional nominations for the two (2) positions to be filled in each of the five (5) professional categories named above may be made from the floor by any member. The members present at such meeting shall proceed to vote on all nominations for the two (2) positions in each of the five (5) professional categories named above, and the two (2) persons receiving the highest vote shall be elected to the two (2) positions in each professional category. Notwithstanding the foregoing, the nomination and election of members to the Board in any new professional category shall commence in the year approved by the Board and certified by the President to the Nominating Committee.

(For 2019 and 2020 Board elections. For the election of new Board members to serve a two year term beginning June 1, 2019 and ending May 31, 2021, two (2) Board members will be elected from the Financial Planning Professional/Life Insurance Professionals category and two (2) Board members will be elected from the At-Large Professionals category. These four (4) Board members will replace the two (2) Financial Planning Professionals and two (2) Life Insurance Professionals whose terms expire May 31, 2019. For the election of new Board members to serve a two year term beginning June 1, 2020 and ending May 31, 2022, two (2) Board members will be elected from the Financial Planning Professional/Life Insurance Professionals category and two (2) Board members will be elected from the At-Large Professionals category. These four (4) Board members will replace the two (2) Financial Planning Professionals and two (2) Life Insurance Professionals whose terms expire May 31, 2020.)

- Section 4 **Terms.** All members of the Board so elected shall take office during the May meeting of each year and serve for the following two (2) years, or until a successor is elected. Any vacancy occurring in any office during the term may be filled by the Board.
- Section 5 **Quorum.** A quorum for the Board shall consist of no fewer than fifty-one percent (51%) of the total number of Board members then serving.
- Section 6 **Vacancy.** Any vacancy occurring in the Board membership may be filled by the Board.

ARTICLE III OFFICERS

The officers shall be elected from the following professional categories of membership in the Council: Attorneys, Certified Public Accountants, Financial Planning Professionals, Life Insurance Professionals, and Trust Officers. The President, on or before March 1 of each year, shall appoint a chairman of the Nominating Committee. The chairman shall, in turn, appoint six (6) other members of the Council to nominate one (1) person to serve in each of the following offices: (a) President, (b) Vice President-Programs, (c) Vice President-Membership, (d) Treasurer, and (e) Secretary. Each office shall be filled by a member of one of the five (5) professional categories named above, with one member from each category to serve in each office on a rotating basis. The list of nominees shall be presented at a regular meeting of the Council prior to the May meeting. At the May meeting, additional nominations for any office may be made from the floor by any member. The members present at such meeting shall proceed to vote on all nominations for each office, and the member receiving the highest vote for each office shall be elected to that office. All officers so elected shall take office during the May meeting of each year and serve until the May meeting of the next year, or until a successor is elected. Any vacancy occurring in any office during the year may be filled by the Board. Notwithstanding the foregoing, the nomination and election of members as officers in any new professional category shall commence in the year approved by the Board and certified by the President to the Nominating Committee.

ARTICLE IV MEMBERS

- Section 1 **Eligibility.** Membership shall consist of the following professionals who are actively involved in the estate planning process: (a) Attorneys, (b) Certified Public Accountants, (c) Financial Planning Professionals (comprised of Certified Financial Planners and Chartered Financial Consultants), (d) Life Insurance Professionals (comprised of Chartered Life Underwriters and members of the Association for Advanced Life Underwriting), (e) Trust Officers, and (f) Associated Professionals (professionals actively involved in the estate planning process as determined by the Board).
- Section 2 **Dues.** Each member joining the Council shall pay annual dues as set by the full Board from time to time. The Secretary shall in July of each year send a statement of dues to each dues-paying member of the prior year. Each member shall pay his or her dues by October 1st of the year in which the statement is received.
- Section 3 **Termination or Rejection of Membership.** Any member not paying his or her dues by October 1 shall cease to be a member of the Council. In addition, membership may be terminated, or an application for membership or for reinstatement of membership may be rejected, for: (a) conviction of a felony; (b) revocation or suspension of a license or permit to practice or engage in a profession or occupation; (c) violation of ethics adopted by the Board; or (d) other conduct that is detrimental to the Council as determined by the Board. Termination or rejection of membership or reinstatement of membership shall be effected at a special meeting of the Board by at least a seventy-five percent (75%) vote of the Board members present at the meeting at which a quorum is present, and shall be communicated to the member or applicant by written notice following the special meeting.
- Section 4 **Reinstatement.** Any former member of the Council who has either (i) resigned or (ii) had his or her membership terminated may, at the discretion of the Board, have his or her membership reinstated. The former member shall apply to the Board for reinstatement of membership on a form approved by the Board for this purpose. At the time of submitting the application for reinstatement, the former member shall pay annual dues and a nonrefundable reinstatement fee, the amount of such fee being determined from time to time by resolution of the Board.

ARTICLE V MEETINGS

One meeting of the Council shall be held in each month during the months of September, October, November, December, January, February, March, April, May, or at other times as may be determined by the Board.

ARTICLE VI FINANCES

Section 1 **Fiscal Year.** The fiscal year of the Council shall be from June 1 to May 31.

Section 2 **Finance Committee.** The President may appoint a finance committee to review the books for the preceding fiscal year and report the results of such review to the President.

ARTICLE VII AMENDMENTS OF BYLAWS

The Bylaws may be amended at any meeting of the Council either by giving notice at the previous meeting of the proposed changes in the Bylaws to be voted on at the meeting, or by giving written notice at least seven (7) days prior to any meeting of the Council of the proposed changes to be voted on at the meeting.

ARTICLE VIII COMMUNICATION

Notices or other communications by the President, the Board, or the Council may be made by U.S. Mail and/or email or other electronic communication.