

# BYLAWS OF WESTERN MICHIGAN ESTATE PLANNING COUNCIL

## Article I – Name

The name of this Association shall be the “Western Michigan Estate Planning Council”.

## Article II – Objectives and Nature of Association

**Section 1. Objectives.** The objectives of the Association are:

- (i) To promote cooperative efforts in the field of estate planning among the professions and businesses represented by its members.
- (ii) To assist its members in keeping abreast of laws and other developments in the field of estate planning through meetings and the dissemination of information so as to continuously improve the estate planning services provided by its members.
- (iii) To promote respect for, and an understanding of, the relationships and functions in the field of estate planning of the professions and businesses represented by its members.

**Section 2. Nature of Association.** It is the intent of the Association, and these Bylaws should be so construed, that the organization, membership and activities of the Association involve, insofar as is possible, members of each of the groups making up the membership on an equal basis. (As amended February 14, 2006).

**Section 3. Advertising.** Membership in this Association shall not be used in any form of advertisement or solicitation of business.

## Article III – Membership

**Section 1. Qualifications.** The membership of this Association shall consist of persons who are interested in and actively practicing estate planning in Western Michigan, and who are actively practicing in one of the following professions or businesses (the “membership groups”):

- (i) Attorney;
- (ii) Certified Public Accountant (CPA);
- (iii) Chartered Life Underwriter (CLU); Certified Financial Planner/Chartered Financial Consultant (CFP, ChFC) (Added by amendment April 22, 2003 and February 14, 2006); Registered Investment Advisor (RIA) (Added by amendment April 29, 2015);
- (iv) An individual who, either individually or on behalf of a bank, trust company, or other entity that provides trustee services to the general public, provides such services as part of his or her regular employment (a "Professional Trustee");
- (v) Non-profit, planned giving, and philanthropic professionals.

**Section 2. Election.** The membership shall consist of persons from each of the membership groups, provided no one group may exceed fifty percent of the total membership. New members shall be elected by a majority vote of the full Executive Committee, and those elected shall become members (sometimes referred to in these Bylaws as “regular members”) of this Association upon payment of the current dues being assessed to the members. (As amended April 18, 1989, April 22, 2003 and September 24, 2013).

**Section 3. Termination of Membership.** Membership shall be terminated if the member fails to pay annual dues for the Association’s year. The Association’s year shall be considered commencing on September 1 and terminating on August 31. In addition, membership in this Association may be terminated by a vote of at least six members of the Executive Committee for good cause. A terminated member shall have the right to subsequently apply for consideration as a new member of the Association. (As amended April 22, 1998).

**Section 4. Roster.** A roster of the membership of the Association setting forth the names, addresses, affiliation, and telephone number of the current members, and segregated by membership groups, shall be prepared by the Secretary and distributed to each member every other year or as otherwise directed by the executive committee.

**Section 5. Associate Members.** In addition to the members as defined and limited in the preceding sections of this Article III, persons who are interested in or have a background in estate planning or related matters may become associate members of this Association if they are actively practicing in a profession or business which is directly related to estate planning or similar matters. The number of associate members shall not exceed fifty percent of the combined number of members in “the membership groups”.

New associate members shall be elected by a majority vote of the full Executive Committee, and those elected shall become associate members of this Association upon payment of the current dues being assessed to the regular members. All associate members shall be entitled to receive notices of and attend all meetings of the Association, but shall not be entitled to vote or hold office. The provisions of Section 3 of this Article III regarding termination and re-application of membership shall also apply to associate members. The number of associate members shall not be considered in determining the one-half of the total membership limit imposed by Section 2 of this Article III on the membership groups comprising the regular membership. The number of associate members shall not exceed one-fifth of the combined number of members in the membership groups. The terms “member”, “members” and “membership” as used in these Bylaws do not include associate members unless the context clearly indicates inclusion is intended. (As amended May 21, 1991, April 22, 1998, April 22, 2003, February 14, 2006, and April 29, 2015).

**Section 6. Honorary Members.** In addition to the members as defined and limited in the preceding sections of this Article III, any Judge of a Probate Court within a radius of seventy-five miles of Grand Rapids, may become an honorary member of this Association upon written request and remain a member so long as he or she remains a Judge of Probate. All honorary members shall be entitled to receive notices of and attend all meetings of the Association, but shall not be required to pay dues nor be entitled to vote or hold office. (Added by amendment adopted April 22, 1980).

**Section 7. Failure to Continue to Meet Requirements.** A member who no longer satisfies the qualification requirements for membership or for associate membership (other than failure to pay dues) shall not lose membership status; provided, however, that if such member continues to earn his or her livelihood in one of the membership groups described in Section 1 of this Article III, he or she shall automatically be transferred to the new professional classification even if the new professional classification has the maximum number of members allowable under the provisions of Section 2 of this Article III. (Added by amendment adopted April 22, 1998 and amended April 22, 2003).

#### **Article IV – Executive Committee**

**Section 1. Governing Body.** The business and affairs of this Association shall be managed by an Executive Committee composed of twelve members of the Association. Each of the membership groups shall be represented by a minimum of one and a maximum of four members on the Executive Committee. In addition to the elected members, the immediate Past President shall be a voting ex-officio member. (As amended April 22, 2003).

**Section 2. Election and Term.** Members of the Executive Committee shall be elected for one three year term, with the terms of each of the members representing one professional group arranged so as not to expire in the same year. The Executive Committee shall select four or more candidates as nominees for the expiring positions and the names of such nominees shall be set forth in the notice of the annual membership business meeting. Additional nominations may be made by any three members by filing the names of additional candidates with the Secretary at least five days prior to the date of the annual business meeting. Members whose terms are expiring shall not be eligible for re-election until the expiration of two years after their last term of office. New members of the Executive Committee, to replace expiring terms, shall be elected by the members of the Association at the annual membership meeting. Each member present shall be entitled to vote for one candidate for each expiring term, and the candidates of each group receiving the greatest number of votes shall be declared elected. There shall be no cumulative voting and no proxies. (As amended April 22, 2003).

**Section 3. Vacancies.** Vacancies on the Executive Committee occurring during the year shall be filled by the Executive Committee by the election of a member from the same professional group as the member who creates the vacancy. Such member shall serve until the regularly scheduled expiration of the term for which such member was elected.

**Section 4. Rules and Regulations.** The Executive Committee shall have the power to establish rules and regulations for Association meetings which are supplemental to these Bylaws. A copy of such rules and regulations shall be maintained by the Secretary along with these Bylaws.

## **Article V – Officers**

**Section 1. Title and Rotation of Officers.** The officers of the Association shall consist of a President, a Vice President, a Secretary and a Treasurer. The office of the President shall rotate between each of the membership groups in the following order: (1) Certified Public Accountant; (2) Attorney; (3) Chartered Life Underwriter/Certified Financial Planner/Chartered Financial Consultant/Registered Investment Advisor; (4) Professional Trustee; (5) Non-profit, planned giving, or philanthropic professional; provided that if no person from the scheduled group is available to serve as President, then the President shall be selected from the next group in the order set forth in the previous sentence. Insofar as possible, no two officers shall be elected from any one of the membership groups. (As amended April 22, 2003 and February 14, 2006).

**Section 2. Election.** The officers shall be elected by the Executive Committee from its membership at the annual organizational meeting of the Executive Committee. Each officer shall hold his office for one year and until his or her successor is elected and qualifies. The Vice President shall succeed to the office of President. A vacancy in any office shall be filled by the Executive Committee.

**Section 3. Duties.** The duties of the officers of the Association shall be as follows:

- (i) The President shall preside at all meetings of the Association and the Executive Committee.
- (ii) The Vice President shall perform the duties of the President in the absence of the President, and shall be responsible for the programs to be presented at the program meetings.
- (iii) The Treasurer shall have custody of all funds of the Association and shall deposit such funds in a bank account in the name of the Association in a bank designated by the Executive Committee. The Treasurer shall prepare and submit a financial report covering the period of his term of office at the annual membership business meeting, and shall prepare and submit such other financial reports as are requested by the Executive Committee.
- (iv) The Secretary shall prepare minutes of all meetings of the Executive Committee and all business meetings of the membership. The Secretary shall also be responsible for the mailing of notices of meetings and for preparing and distributing a current roster of the membership.

## **Article VI – Membership Meetings**

**Section 1. Business Meetings.** The Association shall hold an annual business meeting each year, at a time and place designated by the President, and shall hold special business meetings at such times as may be requested by a majority of the Executive Committee. At the annual business meeting nominations to fill vacancies on the Association may be made, and any member may request a copy of the annual financial report submitted by the Treasurer to the Executive Committee.

**Section 2. Program Meetings.** Program meetings shall be held at such time and place as may be selected by the Executive Committee, and insofar as possible, there will be a minimum of four program meetings each year.

**Section 3. Notices.** Notices of the time, place and purpose of each membership meeting shall be provided to each member at least ten days prior to the date of the meeting. Notices of special business meetings shall set forth the nature of the business matters to be discussed.

**Section 4. Quorum.** Twenty-five percent of the members of the Association entitled to vote shall constitute a quorum for the transaction of business at any business meeting of the membership. (As amended May 21, 1991).

**Section 5. Guests.** Unless otherwise provided in the notice of meeting, members may bring as many guests as they desire to any program or business meeting by making reservations for such guests with the Secretary.

## **Article VII – Executive Committee Meetings**

**Section 1. Organizational Meeting.** The members of the Executive Committee shall hold their annual organizational meeting at such time as the Executive Committee shall determine after the annual business meeting of the membership. At this organizational meeting the Executive Committee shall elect officers for the coming year, allocate responsibility for the program meetings for the year, schedule the first program meeting, extend offers of membership to fill existing vacancies, and transact such other business as may come before the meeting.

**Section 2. Special Meetings.** Special meetings of the Executive Committee may be called by the President at the President's discretion, or when requested to do so by any member of the Executive Committee. (As amended February 14, 2006).

**Section 3. Notices.** Notices of meetings of the Executive Committee shall be given either in writing or orally to each member of the Executive Committee at least three days prior to the meeting.

**Section 4. Quorum.** Five members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee, except where the vote of a larger number of members of the Executive Committee is expressly required under other provisions of these Bylaws. (As amended February 14, 2006).

## **Article VIII – Special Committees**

The Executive Committee shall have the power to appoint special committees for any purpose which it shall deem advisable and to delegate to any such special committee such authority as it shall deem advisable. Insofar as possible, the membership of the special committee shall contain equal representation from each of the membership groups of the Association.

## **Article IX – Dues and Finances**

**Section 1. Annual Dues.** The annual dues for each member of the Association shall be set at the annual business meeting of the membership and shall be paid by each member on or before the first program meeting of the association year. The Secretary shall include a billing for such annual dues with the notice of the first program meeting.

**Section 2. Program Charges.** In addition to the annual dues, the Executive Committee shall set the charges for each meeting to be paid by each member attending the meeting, and by each of his or her guests.

**Section 3. Expenditures.** All expenditures of association funds shall be authorized by the Executive Committee and shall be made by the Treasurer or in the Treasurer's absence, by such other officer authorized by the Executive Committee.

## **Article X – Amendment**

These Bylaws may be amended at any business meeting of the membership at which there is a quorum present by a majority vote of the members present, provided that the notice of the meeting shall have stated that amendment of the Bylaws will be considered at the meeting and that a copy of the proposed amendments shall be included with the notice of the meeting.

These Articles of Association were adopted at the organizational meeting of Incorporators on January 4, 1977

Article II, Section 2, was amended by vote of the membership on February 14, 2006.

Article III, Section 1, was amended by vote of the membership on April 22, 2003, February 14, 2006 and April 29, 2015.

Article III, Section 2, was amended by vote of the membership on November 7, 1978, May 1, 1984, April 18, 1989, April 22, 2003 and September 24, 2013.

Article III, Section 3, was amended by vote of the membership on April 22, 1998.

Article III, Section 5, was adopted by vote of the membership on April 18, 1989 and amended on May 21, 1991, April 22, 1998, April 22, 2003, February 14, 2006 and April 29, 2015.

Article III, Section 6, was adopted by vote of the membership on April 22, 1980.

Article III, Section 7, was adopted by vote of the membership on April 22, 1998 and amended on April 22, 2003.

Article IV, Section 1, was amended by vote of the membership on April 22, 2003.

Article IV, Section 2, was amended by vote of the membership on April 22, 2003.

Article V, Section 1, was amended by vote of the membership on April 22, 2003 and February 14, 2006.

Article VI, Section 1, was amended by vote of the membership on April 25, 2001.

Article VI, Section 4, was amended by vote of the membership on May 21, 1991.

Article VI, Section 5, was amended by vote of the membership on April 25, 2001.

Article VII, Section 1, was amended by vote of the membership on April 25, 2001.

Article VII, Section 2, was amended by vote of the membership on February 14, 2006.

Article VII, Section 4, was amended by vote of the membership on February 14, 2006.

Article III, Section 1, was amended by vote of membership on February 28, 2018

As of 02/28/2018