**THE DELAWARE COUNTY ESTATE PLANNING COUNCIL BYLAWS**

1. NAME: The name of the association shall be the "Delaware County

Estate Planning Council."

1. MISSION: The Missionof the Delaware CountyEstate Planning

Council shall be:

1. To foster intelligent cooperation and a cordial understanding among

the members as to the proper relationship between the functions of the attorney, accountant, life underwriter, trust representative**,** and others engaged in the field of estate planning**;**

2. To assist its members in keeping abreast of laws and eventsaffecting business and personal taxation and the problems of estate accumulation and conservation so as to improve the knowledge of each member within his or herdiscipline**;**

3. To encourage its members to have as their ultimate goal the rendering of the best professional services to the public**;** and

4. To encourage its members to diligently pursue professional certification, where available, in their respective professional fields.

 III. MEMBERSHIP: The membership of this Council shall consist of those persons engaged in estate planning and administration in Delaware County, Pennsylvania, as:

1. Officers or Managers of a bank or trust company;
2. Life insurance professionals;

3. Attorneys;

4. Accountants;

5. Financial planners certified by an organization recognized by the

 Board of Directors of the Council;

6. Officers or Managers of Non-Profits;

7. Elder care professionals**;**

8. Educators; and

9. Related professionals and para-professionals in the estate planning

 field.

Other professionals collateral to the estate planning disciplines may become

members by approval of the Board of Directors.

1. OFFICERS: The officers of the Council shall consist of a President, Vice

President, Secretary**,** and Treasurer. The officers shall hold office for one year. The Vice President shall succeed to the Presidency at the end of the President’s term.

 Vacancies during a term of office shall be filled through appointment by the

Board by majority vote, as and when deemed necessary. Such appointees shall serve until the next Annual Meeting.

V. BOARD OF DIRECTORS: All powers necessary for the governance of the Council shall be vested in a Board of Directors whose composition and service shall be as follows: The Board of Directors shall consist of the four (4) officers, the Immediate Past President, and twelve (12) elected directors, each of whom shall have one (1) vote.

 Except as otherwise provided herein, actions of the Board shall be by majority vote of those present. A director may vote by signed written proxy transmitted to the President in advance of a meeting.

The Nominating Committee shall recommend a proposed slate of officers and directors not less than forty-five (45)days prior to the Annual Meeting. There shall be five (5) members of the Nominating Committee chaired by the Immediate Past President, and including the Vice President and three members selected by the chairperson from the Board or the general membership. Any vacancy on the Nominating Committee shall be filled by the chairperson. In the absence of the chairperson, the Vice President shall act as chairperson.

The terms of the officers and directors shall commence upon election at the Annual Meeting.

Each director shall be an active member in good standing and is expected to attend allBoard meetings and the regularly scheduled Council meetings.

The directors shall be elected for staggered terms of three years at theAnnual Meeting.

A director may servetwo consecutive three-year terms. A director may stand for election again after an absence from the Board of one (1) year.

If a director's term would otherwise end while he or she is serving as an officer, such director's term shall be extended until the end of the year during which he or she serves as immediate past president (or otherwise ceases to serve as an officer).

Vacancies during a term of office shall be filled through appointment by the Board by majority vote, as and when deemed necessary. Such appointees shall serve until the next Annual Meeting, at which time a director shall be elected to serve for the remainder of the vacating director’s term.

VI. MEETINGS AND QUORUMS: The Estate Planning Council shall meet atleast six times a year, and the Board of Directors shall meet at least twice a year, at the call of the President.

Twenty (20)members shall constitute a quorum for business at any regular or special meeting of the Estate Planning Council.

Eight (8) directors shall constitute a quorum for business at any regular or special meeting of the Board.

1. FISCAL YEAR: The fiscal year of the Estate Planning Council shall begin on July 1 and end on June 30 of the succeeding year.
2. ANNUAL MEETING: The Annual Meeting of the Estate Planning Council shall be held in March of each year, at such time and place as may be selected by the Board. The Secretary shall transmit to each member a notice of the meeting at least thirty (30) days prior to the date thereof, which notice shall identify the nominees for director and the offices.

A member may vote by signed written proxy transmitted to the President in

advance of a meeting.

1. COMMITTEES: The President shall have the power to appoint committees on programs, membership, ethics, education, legislation, personnel**,** publicity, technology**,** and such other committees as shall be deemed advisable to further the Mission of the Council and to delegate to such committees such power and authority as the Board shall deem advisable.

Members of committees need not be officers or directors of the Council

X. DUTIES OF OFFICERS: In addition to their other duties as set out herein, the duties of the officers shall be as follows:

1. The President shall be the principal executive officer of the Council and shall preside at all meetings of the Estate Planning Counciland the Board of Directors. Subject to the direction by the Board, the other officers, staff, and committees of the Council shall act under the supervision of the President.

2. Upon completion of his or her term, the President shall become the Immediate Past President and shall carry out duties assigned by the new President. If the Immediate Past President is permanently unable to perform the duties of the Office, the most recently-serving available Past President shall serve.

 3. The Vice President shall perform the duties of the President in the absence of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall also perform such other duties as may be assigned by the President.

1. The Secretary shall keep a record of the proceedings of all meetings

of the Directors, and he or she shall be responsible for the transmission of notices of meetings and other communications to the other members of the Board and the membership. The Secretary shall also have general charge of the membership records of the Council and shall be custodian of the Council records and of a register of the names and addresses of the officers and directors.

 5. The Treasurer shall have custody of all funds and property of the Council and shall maintain its financial records. He or sheshall review all transactions and all bank and other financial statements, shall deposit all funds of the Council, in the name of the Council, in a bank account as determined by resolution of the Board. All withdrawals of such funds shall be on checks or orders signed by the Treasurer or President. He or she shall prepare and submit a statement of the financial condition of the Council at the annual meeting and at such times and in such manner as the Board may require. He or she shall also gather and prepare all information required in the preparation of any tax returns or other filings or submissions required of the Council.

1. EXECUTIVE DIRECTOR. An Executive Director of the Council may be appointed and removed by a majority of the Board.
2. REMOVAL OF OFFICER OR DIRECTOR. The Board may remove any officer or director by two-thirds (2/3) vote of the Board.
3. EXPENSES AND DUES: The expenses of the Estate Planning Council (except the cost of members' dinners) shall be provided for by annual dues as set by the Board**,** sponsorships of the meetings, and such other activities as may be approved in advance by the directors.
4. AMENDMENTS: These Bylaws may be amended**,** rescinded, or annulled at any regular or special meeting of the Estate Planning Council by vote of two-thirds of the members present provided that notice setting forth the proposed amendments shall have been transmitted to all members at least thirty (30) days prior to the date of such meeting.

XV. LIABILITY OF DIRECTOR: INDEMNIFICATION: 1. Any person who was or is a party or is threatened to be made a party to a pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (whether or not the liability arises or arose from any threatened, pending or completed action by or in the right of the Council) by reason of the fact that the person at any time is or shall have been a director or officer of the Council, or is or shall have been serving at the written request of the Council, then such person and such person’s heirs and legal representatives (including without limitation, attorneys-in-fact, guardians, executors and administrators) shall be indemnified by the Council against expenses (including attorney’s fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding in accordance with and to the full extent then permitted by Pennsylvania law. Any person seeking indemnification from the Council shall notify the Council of the potential liability immediately. Where possible, such person shall not pay any sum or incur any expenses relating to the potential liability prior to notifying the Council and allowing the Council to participate in any decision making regarding the defense strategy and/or settlement offer concerning such potential liability. The foregoing right of indemnification shall not be deemed exclusive of other rights to which any director, officer, agent or other person may be entitled in any capacity as a matter of law or under any bylaw, agreement, vote of members or directors, or otherwise. The Council may purchase and maintain insurance on behalf of any person to the full extent permitted by Pennsylvania law as in effect at the adoption of this bylaw or as amended from time to time. The Council may create a fund of any nature which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations.

2. Each person who at any time is or shall have been a director of the Council shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless: a. Such person as director has breached or failed to perform the duties of his or her office (as determined under applicable Pennsylvania law) and b. the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

 The provisions of this bylaw shall not apply to: a. responsibility or liability of such person as director pursuant to any criminal statute; or b. the liability of a director for payment of taxes pursuant to local, state or federal law.

 The provisions of this bylaw shall be construed to limit the liability of such person as director in accordance with and to the full extent permitted by Pennsylvania law as in effect at the time of the adoption of this bylaw or as amended from time to time.

The foregoing Bylaws were approved by the membership of the Delaware County Estate Planning Council at a regular meeting held on November 19, 1979, were amended on February 25, 2002, and were last amended on March 10, 2014**.**