

THE ESTATE PLANNING COUNCIL OF CLEVELAND, INC.

PURPOSES

The purposes for which the Corporation is organized and shall be operated are to provide a better understanding of estate planning and of the services that estate planners can render to the general public; to promote cooperation, and to foster a better understanding of the proper relationship among estate planners of different professions; and to further the education of the members of the Corporation and of the general public in the field of estate planning.

ARTICLES OF INCORPORATION OF THE ESTATE PLANNING COUNCIL OF CLEVELAND, INC.

The Estate Planning Council of Cleveland, an unincorporated association not for profit, whose Members have, by the affirmative vote of two-thirds (2/3) of the Members present at a meeting at which a quorum was present duly called and held on May 10, 1983, voted to incorporate said Association as provided in Section 1702.08 of the Ohio Revised Code, desires to form a corporation under the Non-profit Corporation Law of Ohio, Chapter 1702 of the Ohio Revised Code, and hereby certifies:

FIRST: The name of the corporation shall be **The Estate Planning Council of Cleveland, Inc.**

SECOND: The place in Ohio where the principal office of the Corporation is to be located is the City of Cleveland, County of Cuyahoga.

THIRD: The purposes for which the Corporation is organized and shall be operated are:

- (a) to provide a better understanding of estate planning and of the services that estate planners can render to the general public;
- (b) to promote cooperation, and to foster a better understanding of the proper relationship, among estate planners of different professions; and
- (c) to further the education of the members of the Corporation and of the public in the field of estate planning.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Ohio upon non-profit corporations, including, but without limitation thereon, the right and power to receive gifts, bequests and contributions in any form, to collect membership fees and dues and to use, apply, invest and reinvest the principal and/or income there from or to distribute the same for the above purposes.

FOURTH: The following people shall serve the Corporation as trustees until the first meeting called to elect trustees:

Oakley V. Andrews
George J. Blatt
David J. Portmann
Donald H. Richards

FIFTH: No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers or private individuals, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. It is intended that this Corporation shall have and continue to have the status of a corporation, which is exempt from federal income taxation under Section 501 (a) of the Internal Revenue Code of 1954, as amended (hereinafter, the "Code"), as an organization 3,1 described in Section 501 (c) (6) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

SIXTH: Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively to such "qualified" organization or organizations as the Board of Trustees shall determine. An organization shall be deemed to be a "qualified" organization for purposes of this Article SIXTH only if at the time of the distribution of such assets it is exempt from federal income tax under Section 501 (c) (3) or Section 501 (c)(6) of the Code. Any such assets not so distributed shall be distributed by the court of common pleas of the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation or to such qualified organization or organizations as said court shall determine.

SEVENTH: These Articles may be amended by the affirmative vote of two-thirds (2/3) of the Members, present at a meeting of Members at which a quorum is present, provided that a notice setting forth such proposed amendment shall be in writing and delivered by any form of delivery permitted by law to all Members at least (10) days prior to the date of such meeting.

EIGHTH: All references in these Articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1954, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 26th day of May, 1983.

Oakley V. Andrews, President
The Estate Planning Council of Cleveland
(Incorporator)

**CODE OF REGULATIONS OF
THE ESTATE PLANING COUNCIL OF CLEVELAND, INC**

**ARTICLE I
Members**

A. *Qualifications and Levels of Membership.* The members of this Corporation shall consist of (1) the persons who are Members of the Estate Planning Council of Cleveland, an unincorporated association, at the time of adoption of these Regulations and any amendments thereto and (2) such other eligible persons who, having been approved by the Membership Committee, may be elected from time to time by a majority vote of the Board of Trustees or by other procedure or process approved by a majority vote of the Board of Trustees, such action to be subject to the agreement by the new Members to be bound by the Regulations of this Corporation. There shall be three levels of membership, the qualifications for which are set forth below. Persons eligible for any level of membership in the Corporation shall be individuals in the greater Cleveland, Ohio area who are interested in and/or engaged in the estate planning or related fields, including among such persons life insurance underwriters, employees of trust institutions, lawyers and accountants.

Regular Membership

A new member, as a prerequisite of regular membership, shall be a Certified Public Accountant, Chartered Life Underwriter, Chartered Financial Consultant, Certified Financial Planner, Trust Officer, Chartered Financial Analyst, Certified Wealth Strategist®, Chartered Advisor in Philanthropy®, Master of Science in Financial Services, or Attorney licensed to practice law in the State of Ohio. In addition, persons who are in the process of attaining any of the aforementioned certifications and/or has substantial work experience in the estate planning or related fields may be considered for regular membership at the discretion of the Board of Trustees.

A regular member shall be entitled to all benefits of membership in the Corporation and shall be charged full annual dues in connection with such membership. Regular members shall be entitled to attend regular monthly luncheon meetings, social events sponsored by the Corporation, and special speaker programs (including the annual National Speaker program and Distinguished Estate Planner Award luncheon) at a reduced cost, which shall from time to time be determined by a majority vote of the Board of Trustees.

Junior Membership

A new member, as a prerequisite of junior membership, shall (a) be employed at a law firm, charitable organization, financial institution, insurance company, accounting firm, financial planning or services company (including for all purposes as a sole practitioner) and (b) be engaged in the estate or financial planning field at some level for not more than three years. A junior member need not be in the process of attaining a license, degree or certification in his or her chosen field to apply for junior membership, but shall have successfully completed a minimum of two years of college course work at an accredited college or university.

A junior member shall be entitled to all benefits of membership in the Corporation. Annual dues for junior membership shall be one-half the cost of regular membership. Junior members shall be entitled to attend regular monthly luncheon meetings, social events sponsored by the Corporation and special speaker programs, etc., at the regular members cost.

In no event shall a person be permitted to remain a junior member for more than two (2) calendar years (consecutive or otherwise). If a junior member wishes to become a regular member following their junior membership, he or she shall reapply for membership at the regular membership cost.

Student Membership

A new member, as a prerequisite of student membership, shall be enrolled full-time in law school, graduate school or as a junior or senior at an accredited college or university.

A student member shall be entitled to all benefits of membership in the Corporation. Annual dues for student membership shall be twenty-five (\$25). Student members shall be entitled to attend all regular monthly luncheon meetings and any social events sponsored by the Corporation, specifically excluding the annual National Speaker program and Distinguished Estate Planner Award luncheon, at a discount from the regular members cost, which shall from time to time be determined by a majority vote of the Board of Trustees. Student members must pay the regular members cost for special speakers programs.

In no event shall a person be permitted to remain a student member for more than four (4) calendar years (consecutive or otherwise). If a student member wishes to become a junior or regular member following their student membership, he or she shall reapply for membership at the appropriate membership cost.

Reliance on Information Provided

The Membership Committee and the Board of Trustees of the Corporation may rely on information contained in a potential member's membership application without independent verification. The Board of Trustees reserve the right to revoke or terminate a person's membership in the Corporation if (a) the person ceases to qualify for membership at a particular level or (b) it is determined that the person significantly misrepresented his or her credentials on the membership application.

- B. Annual Meetings.* The annual meeting of Members shall be held on the third Tuesday in May of each year, unless otherwise determined by the Board of Trustees, at such time and place as may be fixed by the Board of Trustees and stated in the notice of the meeting for the consideration of reports to be laid before such meeting and the transaction of such other business as may properly come before the meeting.
- C. Special Meetings.* Special meeting of the Members shall be called upon the written request of the President, by the Trustees by action at a meeting, by a majority of the Trustees acting without a meeting, or by twenty-five percent (25%) of the Members of the Corporation entitled to vote thereat. Calls for such meetings shall specify the purposes thereof. No business other than that specified in the call shall be considered at any special meeting.
- D. Notices of Meetings.* Unless waived, written notice of each annual or special meeting stating the time, place and purposes thereof shall be delivered to each Member entitled to vote at the meeting, not more than sixty (60) days or less than five (5) days before any such meeting. Such notice shall be directed to the Member at his or her address as the same appears upon the records of the Corporation. Notice shall be deemed waived by any Member who shall participate in such meeting without protesting the lack of proper notice prior to or at the commencement of the meeting. Any Member may, either before or after any meeting, waive any notice required to be given by law or under these Regulations.

- E. Voting.* For purposes of voting on each matter properly submitted to the Members for their vote, consent, waiver, release or other action, each Member shall have one (1) vote. Any Member may be represented at any meeting of Members or vote thereat and exercise any other rights by proxy or proxies appointed in writing signed by such Member. Voting at elections and votes on other matters may be conducted by any form of delivery permitted by law.
- F. Quorum.* Fifty (50) Members of the Corporation shall constitute a quorum for the transaction of business at a meeting. A majority of the Members present at a meeting, whether or not a quorum is present, may adjourn such meeting from time to time until a quorum shall be present.

ARTICLE II

Board of Trustees

- A. Number, Election and Term of Office of the Board of Trustees.* The Board of Trustees shall consist of thirteen (13) Members, who shall be divided into two classes as follows:
- (i) Officer Members of the Board, who shall be those six (6) persons from time to time occupying the positions of President, Vice President, Secretary, Treasurer, Program Chair and immediate past President of the Corporation, and
 - (ii) Representative Members of the Board, who shall number seven (7).

Each Representative Member of the Board shall serve for a term of three (3) years and until his or her successor is elected and qualified, or until his or her earlier resignation, removal from office or death. Trustees shall be elected at the annual meeting of Members from the nominees proposed by the Nominating Committee or nominated at the annual meeting by any Member, but when the annual meeting is not held, or Trustees are not elected thereat they may be elected at a special meeting called and held for that purpose. Trustees shall take office on July 1 following their election, shall hold office until June 30 following the election of their successors and shall not serve more than two consecutive full terms.

- B. Removal or resignation.* Any Trustee may, by notice in writing to the Board, resign at any time. Any Trustee who ceases to be a Member shall thereupon be deemed to have resigned. Any Trustee elected by the Members may be removed from office by the Members for good cause.
- C. Vacancies.* Vacancies among the Representative Members of the Board of Trustees may be filled by a majority vote of the remaining Trustees until an election to fill such vacancies is had. The Members of the Corporation shall have the right to fill such vacancies (whether or not the same have been temporarily filled by the remaining Trustees) at any meeting of the Members called for that purpose. Any Trustee elected to fill a vacancy shall be from the same professional group as, and shall complete the unexpired term of, the vacating or resigning Trustee.
- D. Quorum and Transaction of Business.* Five (5) Trustees shall constitute a quorum for the transaction of business, except with respect to the filling of a vacancy on the Board. Whenever less than a quorum is present at the time and place appointed for any meeting of the Board, a majority of those present may adjourn the meeting from time to time until a quorum shall be present. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board.

- E. *Annual Meetings.* Annual meeting of the Board of Trustees shall be held immediately following annual meetings of the Members or as soon thereafter as is practicable. If no annual meeting of the Members is held, the annual meeting of the Board of Trustees shall be held immediately following any special meeting of the Members or as soon thereafter as is practicable.
- F. *Other Meetings.* Other meetings of the Board of Trustees may be called by the President, any Vice President or any two members of the Board, and shall be held at such times and places as may be specified in such call.
- G. *Notice of Annual or Other Meetings.* Notice of the time and place of each annual or other meeting shall be given to each Trustee by the Secretary or by the person or persons calling such meeting by the delivery of such notice at least five (5) days prior to the meeting to the address of each Trustee at his or her address as the same appears upon the records of the Corporation. Notice shall be deemed to have been waived by any Trustee who shall participate in such meeting without protesting the lack of proper notice prior to or at the commencement of the meeting. Notice may also be waived, in writing, by any Trustee either before or after such meeting.
- H. *Action Without Meeting.* Any action which may be taken at any meeting of the Board, or of any committee thereof, may be taken without such meeting by a writing or writings signed by all of the members of the Board or of such committee, as the case may be. The writing or writings evidencing such action taken without a meeting shall be filed with the Secretary of the Corporation and inserted by the Secretary of the Corporation in the permanent records relating to meetings of the Board.
- I. *Compensation.* The Trustees, as such, shall serve without compensation for their services, except that the Trustees may be reimbursed for expenses of attendance. Nothing herein contained shall be construed to preclude any Trustee from serving the Corporation in any other capacity and receiving compensation therefore.

ARTICLES III Officers

- A. *Election.* The officers of this Corporation shall be a President, a Vice President, a Secretary, a Treasurer, Program Chair and immediate past President of the Corporation. Officers shall be elected at the annual meeting of Members, shall take office on July 1 following their election, and shall hold office until June 30 following the election of their successors.
- B. *Duties.* The Officers of this Corporation shall have such authority and perform such duties as are customarily incident to their respective offices and such other and further duties as may from time to time be required of them by the Members.
- C. *Removal.* Any officer may be removed for good cause by an affirmative vote of a majority of the Board.

ARTICLE IV Committees

- A. *Nominating Committee.* The President should, no later than three (3) months prior to the time of any annual meeting of the Members, appoint a committee of no less than five (5) and no more than seven (7) members to submit a list of nominees for officers of the Corporation and for Representative Members of the Board of Trustees, to be acted upon at the annual meeting of Members. Such Committee will be representative of the membership as a whole and shall file the

names of the nominees with the Secretary at least ten (10) days before the date of the annual meeting of Members.

- B. *Program Committee.* Upon taking office, the President shall appoint a Member as Chairman of the Program Committee, who shall select no more than ten (10) other Members to serve as the Program Committee. Any vacancy occurring in the membership of the Program Committee may be filled by the Chairman or by the President. The Program Committee shall be responsible for developing and implementing educational and other programs for the membership.
- C. *Membership Committee.* Upon taking office, the President shall appoint a Member as Chairman of the Membership Committee, who shall appoint no more than ten (10) other Members to serve with him as the Membership Committee. Any vacancy occurring in the Membership Committee may be filled by the Chairman or by the President. The Membership Committee shall be responsible for the evaluation and approval of all applications for membership and such other matters pertaining to membership in the Corporation as the Board of Trustees shall from time to time assign to it.
- D. *Other Committees.* The Board of Trustees may provide for such other standing or special committees as it deems desirable and discontinue the same at its pleasure.
- E. *Quorum and Voting.* A majority of the members of any committee present at any meeting shall constitute a quorum. Committees shall keep full records and accounts of their proceedings and transactions. Any action by a committee shall be reported to the Board at its meeting next succeeding such action and shall be subject to control, revision and alteration by the Board, provided that no rights of third parties shall be prejudicially affected thereby.

ARTICLE V

Fiscal year

The fiscal year of the Corporation shall be the twelve-month period ending on the last day of June.

ARTICLE VI

Amendments

These Regulations may be amended or repealed by the affirmative vote of two-thirds (2/3) of the Members present at a meeting of Members at which a quorum is present, provided that a notice setting forth such proposed amendment or repeal shall have been delivered to all Members at least ten (10) days prior to the date of such meeting. As required by Article VI of the Code of Regulations, these amendments are being delivered to Members at least ten (10) days prior to the meeting at which they will be voted upon. A two-thirds (2/3) vote of a quorum (at least fifty (50) members in attendance) is required.

Respectfully submitted,

Marie L. Monago
Secretary