

**BYLAWS OF THE
SAN ANTONIO ESTATE PLANNERS COUNCIL**

**Article I.
Purpose and Definitions**

Section 1.1 PURPOSE. The original and chief purpose of the San Antonio Estate Planners Council is to educate its members on the various areas of estate planning, trusts, and probate by providing speakers and educational materials.

Section 1.2 COUNCIL. The term "Council" means the general voting membership at large of the San Antonio Estate Planners Council.

Section 1.3 BOARD. The term "Board" means the Board of Governors as described in Article V of these Bylaws.

Section 1.4 GOVERNOR. The term "Governor" means a member of the Board of Governors.

Section 1.5 OFFICER. The term "Officer" means the President, Vice President, Secretary, or Treasurer.

Section 1.6 FISCAL YEAR. The fiscal year of the Council shall begin on the first day of July and end on the last day of June in each year. The fiscal year of the Council may be changed from time to time by resolution of the Board.

**Article II.
Membership**

Section 2.1 QUALIFICATIONS. Full membership shall be confined to the following:

- a. Attorneys licensed by the State of Texas who practice in Bexar County or any county adjacent thereto and who practice in the areas of estate planning, trusts, and probate;
- b. Certified Public Accountants (CPA) currently engaged in accounting and accountants currently employed in accounting who are anticipating the CPA exam, who practice in Bexar County or any county adjacent thereto and who practice in the areas of estate planning, trusts, and probate;
- c. Any officer of a bank or trust company located in Bexar County or any county adjacent thereto who is involved in the administration of trusts or decedent's estates;

- d. Any individual who is involved in trusts and estate planning and is a Chartered Life Underwriter (CLU), Chartered Financial Consultant (ChFC), or Certified Financial Planner (CFP®), and
- e. Other individuals who, from time to time, are considered by the Board to be substantially involved in the practice of estate planning, trusts, or probate.

Section 2.2 HONORARY MEMBERS. The Board, at a duly organized meeting, may elect honorary members by a unanimous vote of the Governors present. Honorary members shall be exempt from payment of any dues and shall be entitled to all the privileges of members except for the right to vote or to hold office.

Section 2.3 ASSOCIATE MEMBERS. Anyone with an interest in estate planning, trust, or probate, such as but not limited to directors or employees of non-profit organizations, administrative assistants for life insurance specialists, and legal assistants who specialize in estate planning and probate, may become an associate member upon approval of the Executive Committee of the Board. Associate members shall be entitled to all of the privileges of members except for the right to vote or to hold office. Associate members shall be required to pay the same dues as members.

Section 2.4 REQUIREMENTS. A person duly qualified pursuant to Section 2.1 may become a member upon the payment of annual membership dues. A person duly qualified pursuant to Section 2.3 may become an associate member upon the payment of the annual membership dues.

Section 2.5 MEMBERSHIP TERM. The membership term is one year. Membership is automatically renewed upon the payment of annual dues in accordance with ARTICLE III.

Article III. Dues

Section 3.1 ANNUAL DUES. The Board may determine from time to time the amount of the annual dues payable to the Council by members and associate members.

Section 3.2 PAYMENT OF DUES. Dues shall be payable annually, in advance, on the date determined by the Board.

Article IV. Meetings of the Council

Section 4.1 NOTICE OF MEETINGS OF THE COUNCIL. Notice of any meeting shall be sent to the last recorded e-mail address and/or mailing address of each member at least fourteen (14) days and not more than twenty-one (21) days before the time

appointed for the meeting. All notices of meetings shall set forth the place, time, and purpose of the meeting.

Section 4.2 SPECIAL MEETINGS OF THE COUNCIL. Special meetings of the Council may be called by the Board or the Executive Committee at their discretion. Upon written request of twenty (20) members, the Board shall call a special meeting to consider a specific subject. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the members.

Section 4.3 VOTING. Voting will be confined to those members who are present at the time of the vote. A waiver of voting rights shall be presumed by the absence of a member at the time of the vote.

Section 4.4 MEETING CHARGES. The Board may determine from time to time the amount to be charged to members and guests for the costs incurred in connection with luncheon meetings, speakers, and educational materials distributed at meetings of the Council.

Article V. **Board of Governors**

Section 5.1 NUMBER OF QUALIFICATIONS. The Board shall consist of sixteen (16) members of the Council, being four (4) members of each of the following professional groups:

- a. The San Antonio Bar Association;
- b. The San Antonio Chapter of the Texas Society of Certified Public Accountants;
- c. Trust officers of banks or trust companies operating a full service trust department within Bexar County;
- d. Chartered Life Underwriters (CLU) or Chartered Financial Consultants (ChFC) who are members of the San Antonio Chapter of Financial Services Professionals or Certified Financial Planners (CFP®) who are members of the Financial Planning Association.

Only those persons who have been members of the Council for at least two (2) of the three (3) years immediately preceding the initial year of their appointment shall be eligible for appointment to the Board. A person is considered to have been a member of the Council for a particular year only if his or her annual dues were paid in full prior to December 1 of such year. To be considered for appointment to the Board a member must be actively in the practice of estate planning within his or her discipline.

Section 5.2 METHOD OF APPOINTMENT. Each year one Governor from each of the four disciplines specified in Section 5.1 shall be appointed by the Board prior to the May meeting of the Council as hereafter set forth. Prior to the meeting of the Council in March of each year, the President shall appoint a Nominating Committee. The Nominating Committee shall consist of the immediate past-president of the Council and the four Governors who are the senior most representatives of their respective disciplines on the Board other than the current President, for whose discipline the next most senior representative on the Board shall serve on the Nominating Committee. The President shall designate a member of the Nominating Committee to serve as the chairman thereof. The President will inform the members of the Council of the formation of the Nominating Committee at the March meeting of the Council and invite the members to submit recommendations for candidates to serve on the Board. Such recommendations shall be directed to the President for the President's delivery to the Nominating Committee. Prior to the April meeting of the Council, the Nominating Committee shall submit to the Board a slate of four candidates, one from each discipline described in Section 5.1. Following the submission of the slate of candidates by the Nominating Committee and prior to the May meeting of the Council, the President shall call a meeting of the Board at which meeting the slate of candidates shall be reviewed and voted upon. If a candidate is rejected by the Board, then the President shall instruct the Nominating Committee to reconvene to submit the name of another candidate.

Section 5.3 TERM. Following appointment pursuant to Section 5.2, each Governor shall serve a four (4) year term commencing on June 1. Each Governor shall hold office until his or her successor is appointed or until his or her death, resignation, removal from office, or ineligibility to serve. In the event of a vacancy prior to the end of a Governor's term, the Board shall fill such vacancy and the appointee shall serve until the end of the unexpired term of the Governor whose position has been vacated. The member appointed by the Board to fill such vacancy shall be from the same discipline described in Section 5.1 as the vacating Governor.

Section 5.4 REMOVAL OF GOVERNORS. A Governor may be removed either with or without cause at any time, by a vote of two-thirds (2/3) of the members of the Council present at any special meeting called for that purpose, or by a vote of fifty-one percent (51%) of all members of the Board at a special meeting called for that purpose.

Section 5.5 DUTIES OF GOVERNORS. The Board may (i) hold meetings at such times and places as it deems proper; (ii) audit bills and disburse funds of the Council; (iii) print and circulate documents and publish articles; and (iv) devise and carry into execution such other measures as it deems proper and expedient to promote the interests and welfare of the Council.

Section 5.6 MEETING OF BOARD OF GOVERNORS. Meetings of the Board may be called by the President on three (3) days prior notice to each Governor, either personally, by mail, by facsimile, or e-mail. Special meetings may be called by the President or Secretary in like manner and on like notice on the written request of one Governor. The business to be transacted at, or the purpose of, any meeting or any

special meeting need not be specified in a notice or waiver of notice except where expressly provided by statute, the Articles of Incorporation, or by these Bylaws.

Section 5.7 QUORUM. A quorum shall consist of at least one-third (1/3) of the members of the Board.

Section 5.8 RULES OF ORDER. All meetings of the Board shall be conducted by Robert's Rules of Order, latest addition, subject to the provisions of these Bylaws.

Section 5.9 ACTION PERMITTED WITHOUT MEETING. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the actions so taken, is signed by all the members of the Board. Such consent shall have the same force and effect as a unanimous vote at a meeting. The signed consent, or a signed copy, shall be placed in the minute book.

Section 5.10 MEETING BY CONFERENCE CALL. Governors may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 5.11 INDEMNIFICATION OF GOVERNORS. The Council shall, to the fullest extent to which it is empowered to do so by Texas law or any other applicable laws as may from time to time be in effect, indemnify any person who was, is, or is threatened to be made a party to any threatened, pending, or contemplated action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a Governor or Officer of the Council, or is or was serving at the request of the Council as a Governor, Officer, employee, or agent, against all expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding. Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Council in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Governor, Officer, employee or agent who may be entitled to such indemnification, to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Council. The Council's obligation to indemnify and to prepay expenses under this Section 5.11 shall arise, and all rights granted to Governors, Officers, employees, or agents hereunder shall vest, at the time of the occurrence of the transaction or event to which such action, suit, or proceeding relates, or at the time that the action or conduct to which such action, suit, or proceeding relates was first taken or engaged in (or omitted to be taken or engaged in) regardless of when such action, suit, or proceeding is first threatened commenced, or contemplated.

Section. 5.12 CONFLICT OF INTEREST. Any voting Governor who has direct or indirect financial interest in any contract or transaction with the Council must disclose such interest to the Board. The Governor concerned may participate in discussions relating to the subject of his conflict, but may not vote.

Article VI.
Officers

Section 6.1 NUMBER. The Officers of the Council shall be a President, Vice President, a Secretary, and a Treasurer.

Section 6.2 TERM. Each Officer shall serve a one-year term commencing on June 1. Each Officer shall hold office until his or her successor is appointed or until his or her death, resignation, or removal from the office. In the event of a vacancy, such vacancy shall be filled by the Board from the members of the Board.

Section 6.3 METHOD OF ELECTION. The Board shall elect the Officers from the members of the Board. The Officers shall always consist of:

- a. One attorney;
- b. One CPA;
- c. One CLU, ChFC, and/or CFP, and
- d. One trust officer.

The Officers shall be rotated among the respective disciplines in accordance with the following schedule:

| Year | President | Vice-President | Secretary | Treasurer |
|--------------------|------------------|-----------------------|------------------|------------------|
| ONE (1998-1999) | CPA | Trust Officer | Attorney | CLU/CFP/ChFC |
| TWO | Trust Officer | Attorney | CLU/CFP/ChFC | CPA |
| THREE | Attorney | CLU/CFP/ChFC | CPA | Trust Officer |
| FOUR | CLU/CFP/ChFC | CPA | Trust Officer | Attorney |

Section 6.4 DUTIES OF OFFICERS. The duties and powers of the Officers shall be as follows:

President: The President shall preside at the meetings of the Council, of the Board, and of the Executive Committee. The President shall also, at such times as is deemed proper, communicate to the Council or to the Board such matters and make such suggestions as may in the opinion of the President tend to promote the prosperity and

welfare and increase the usefulness of the Council and shall perform such other duties as are necessarily incident to the office of the President.

Vice-President: In case of death or absence of the President, or of the President's inability from any cause of act, the Vice-President shall perform the duties of the office of the President. Furthermore, the Vice-President shall serve as the program chairman for regular Council meetings.

Secretary: It shall be the duty of the Secretary to give notice of and attend all meetings of the Council and Board and keep a record of such meetings; to conduct all correspondence and to carry into execution all orders, votes, and resolutions not otherwise committed; to keep a list of the members of the Council; to collect the fees and annual dues and pay them over to the Treasurer; to notify the Officers and members of the Council of their election or appointment; and generally devote his or her best efforts to advancing the business and interests of the Council. In case of absence or disability of the Secretary, the Executive Committee may appoint a Secretary Pro Tem.

Treasurer: The Treasurer shall keep an account of all moneys received and expended for the use of the Council and shall make disbursements only upon vouchers approved in writing by any member of the Executive Committee. The Treasurer shall deposit all sums received in a bank, or banks, or trust company approved by the Executive Committee, and make a report when called upon by the President. Funds may be drawn only upon the signature of the Treasurer or other members of the Executive Committee or those authorized by the Executive Committee.

The funds books and vouchers shall at all times be under the supervision of the Executive Committee and subject to its inspection and control. At the expiration of the Treasurer's term of office, the Treasurer shall deliver over to the successor Treasurer all books, moneys, and other property, or in the absence of a Treasurer-elect, to the President. In case of the absence or disability of the Treasurer, the Executive Committee may appoint a Treasurer Pro Tem.

Section. 6.5 BOND OF TREASURER. The Treasurer shall, if required by the Board, give to the Council such security for the faithful discharge of the Treasurer's duties as the Board may direct.

Section 6.6 REMOVAL OF OFFICERS. Any Officer may be removed for failure to perform his or her duties, or for other reasons deemed adequate by the Board, by a vote of fifty-one percent (51%) of all members of the Board at special meeting of the Board called for that purpose.

Article VII.
Committees

Section 7.1 EXECUTIVE COMMITTEE. The Executive Committee shall consist of the Officers. The Executive Committee shall hire such employees or contract with any person or persons as may be necessary to conduct the business of the Council; the Executive Committee may act on behalf of the Council in any matter when the Board is not in session, reporting to the Board for ratification of the Executive Committee's action at each regular or special meeting called for that purpose. One-half (1/2) of the members of the Executive Committee shall constitute a quorum for the transaction of business. Any member of the Executive Committee may call a meeting. The Executive Committee may have the Treasurers' accounts audited by a Certified Public Accountant if deemed appropriate and the results thereof reported to the Board.

Section 7.2 SPECIAL COMMITTEES. The President may, with confirmation by the Executive Committee, create and appoint special or ad hoc committees. The term of such committees shall not be more than one year.

Article VIII.
Amendments

Section 8.1 AMENDMENTS. These Bylaws may be amended, repealed, or altered in whole or in part by a majority vote of those present at any duly organized meeting of the Council. The proposed change shall be mailed or e-mailed to the last recorded address of each member at least ten (10) days before the time of the meeting which is to consider the change.

Section 8.2 PRIOR APPROVAL. Any proposed changes in the Bylaws must first be approved by a vote of the majority of the Board prior to the submission to the Council.