~~BY-LAWS~~ BY‑LAWS OF

**D R A F T**

**For approval**

**April 30, 2025**

ESTATE PLANNING COUNCIL OF BERKS COUNTY

# ~~ARTICLE I~~ – NAME

## ~~1.1~~ The name of this Association shall be the ESTATE PLANNING COUNCIL OF BERKS COUNTY (hereinafter referred to as the “Council”).

# ~~ARTICLE II~~ – OBJECTIVES

## ~~2.1~~ To furnish information and advice to the various participating members in the fields of estate planning and ~~relating~~related subjects pertaining to the various phases, issues and problems having to do with effective and efficient estate planning and estate administration.

## ~~2.2~~ To provide a medium for the exchange of information and ideas in order to foster intelligent cooperation and a cordial understanding among the members as to the proper relationship between the function of the attorney, the (certified public) accountant, the (chartered) life underwriter, the trust and/or banking representative, the financial planner, and any other persons in the field of estate planning and estate administration.

## ~~2.3~~ ~~To establish and promulgate~~To promote and advance among the members, as well as among nonmembers whenever feasible and practical, the proper ethical standards in dealing with one another, with mutual clients, and with the public in the field of estate planning and estate administration.

## ~~2.4~~ To help the members ~~to~~ render the highest ~~type~~level of service to clients and customers ~~knowing that the true measure of such service is always to be gauged from the standpoint of the~~in the best interest of the client(s) and ~~his~~their beneficiaries ~~in terms of today, tomorrow, and through the years~~.

## ~~2.5~~ To assist its members in keeping abreast of laws and conditions ~~effecting~~affecting business and personal taxation ~~and the problems of estate~~in the context of wealth accumulation and conservation so as to improve the knowledge of each member within his or her own discipline ~~and with these objectives~~.

## ~~2.6~~ To do any and all of those honorable things that will aid and improve the important task of careful and proper estate planning and estate administration and to encourage its members to ~~have as their ultimate goal of rendering of the best~~strive to render outstanding professional services to the public.

## ~~2.7~~ To promote acquaintanceship and cooperation among the participating members to ~~the end that~~better serve the public ~~may be better served~~ in estate planning and estate administration.

## To educate members about the needs of the larger Berks County community to better assist clients in pursuing philanthropic goals and charitable planning.

## ~~2.8~~ The Council shall be advisory in character and shall have no power to bind its members in any action or conclusions not provided for in this instrument.

# ~~ARTICLE III~~ – MEMBERSHIP

## ~~3.1~~ Membership shall be open to those individuals of the accounting, legal, trust, insurance, financial planning or other related professions whose practice involves the dissemination of information and advice in the field of estate planning and estate administration and related subjects, and who have been engaged in estate planning and/administration or related work. Such individuals include the following:

### ~~A.~~ Insurance professionals and/or charted life underwriters who are actively employed or serve clients in Berks County, Pennsylvania and are in good standing in a professional organization in their individual discipline;

### ~~B.~~ Attorneys who are actively employed or serve clients in Berks County, Pennsylvania and are in good standing in the Berks County Bar Association or other Pennsylvania county bar association;

### ~~C.~~ ~~A certified public accountant who is~~Certified public accountants who are actively employed or serve clients in Berks County, Pennsylvania and ~~a member~~are in good standing in the Pennsylvania Institute of Certified Public Accountants;

### ~~D.~~ Officers or representatives of banks and/or trust companies with trust, investment and asset management powers who are actively employed or serve clients in Berks County, Pennsylvania;

### ~~E.~~ Certified and/or chartered financial consultants and/or financial planners who are actively employed or serve clients in Berks County, Pennsylvania and who are members in good standing in chapters of professional organizations in their discipline;

### ~~F.~~ Any professionals who are actively involved in the estate planning or estate administration process and for whom membership under categories A through E is not applicable may be eligible for membership as an Associate Member.

#### An Associate Member must be actively engaged in the estate planning, estate administration, and/or estate management process for a minimum of three years and must be sponsored by two members from categories A through E.

#### Such individuals may include those actively employed by a nonprofit organization serving clients in Berks County, or by a business providing estate planning or estate administration-adjacent services specific to seniors or the elderly in Berks County.

#### Associate Members shall not be permitted to serve as an Officer or Director of the Council.

### Any professionals who have retired from, or were formerly but are not currently employed in, a profession listed in Article III, 3.1 (A – F) may be eligible for membership as an Honorary Member.

#### (i) An Honorary Member must be at least 55 years of age.

### (ii) An Honorary Member must have been an active member of the Council for a period of at least five years, and a current active member of the Council at the time of retirement or cessation of employment.

### ~~3.2~~ Individuals desiring to apply for membership in the Council shall submit a written application to the Secretary of the Council. The Applicant’s name and the individual’s application for membership shall be submitted to the Board of Directors for a preliminary determination of membership qualification. If the Board of Directors approve the Applicant for membership, the Applicant’s name shall be submitted for consideration to a meeting of the membership and upon majority vote shall become effective upon payment of ~~dues, on a pro-rata formula basis, the formula to be the annual dues multiplied by the number of scheduled meetings remaining in the fiscal year and divided by the total number of scheduled meetings for the fiscal year. Each proposed member shall be sponsored by two current members of the Council.~~the Applicant’s annual dues.

## ~~3.3~~ Any active member who fails to pay his or her annual dues to the Council within one month of the mailing to such member of a second notice thereof shall forthwith cease to be an active member of the Council and shall be ineligible to attend any Council meetings or other functions. An inactive member shall be carried on the membership roll of the Council for a period of one (1) year and shall be eligible for reinstatement upon the payment of all past dues and current dues. ~~Beyond the aforesaid one (1) year grace period, the inactive member shall not be eligible for reinstatement but shall be eligible for new membership after being inactive for a period of two (2) years in the same manner as if he had never been a member.~~

## ~~3.4~~ Any member charged with conduct unbecoming a member of the Council may be expelled from membership by a two-thirds (2/3) vote of a quorum of the members present at any duly convened meeting of the Council.

## ~~3.5~~ Any member whose dues are not in arrears may terminate his membership in the Council by written resignation.

# ~~ARTICLE IV~~ – GOVERNMENT OF THE COUNCIL

## ~~4.1~~ All powers necessary for the government of the Council shall be vested in the Board of Directors. There shall be a minimum of six and a maximum of nine ~~(9)~~ Directors.

## The Board of Directors shall consist of the four ~~(4)~~ officers who shall, whenever possible, consist of one ~~(1)~~ member from each professional classification represented in the Council plus two to five ~~(5)~~ members of the Council, one of whom shall be the immediate past president of the Council.

## The President or the Board of Directors may appoint such additional committees as may be deemed advisable and/or necessary from time to time to further the interest of the Council and its members and to delegate to such committees such power and authority as they shall deem advisable.

# ~~ARTICLE V~~ – OFFICERS AND DIRECTORS

## ~~5.1~~ The ~~officers~~Officers of the Council shall consist of a President, Vice-President, a Secretary and a Treasurer each of whom shall serve as a ~~director~~Director. The ~~officers~~Officers and the ~~directors~~Directors shall be elected by a vote of a majority of the members of the Council present at the ~~annual~~final meeting of the Council prior to the start of each fiscal year, and shall serve for a ~~period~~term of one (1) fiscal year and until the close of the meeting at which their successors are elected and agree to serve.

## ~~5.2~~ Pursuant to the provision of ~~Section~~Article 9.1, any Officer or Director vacancy which may occur shall be filled by nomination of a majority of the Board, to be approved by a vote of a majority of the members of the Council present at ~~the second~~a meeting of the Council held after the occurrence of such ~~vacancy~~nomination.

## ~~5.3~~ A member shall not be eligible to hold the same ~~office~~Office for more than two (2) consecutive terms.

## ~~, but~~Subject to the foregoing, any member may serve on the Board of Directors for a maximum of seven consecutive years, and may serve in any Officer role during such tenure, and will again be eligible to ~~hold such office~~serve as an Officer or Director after the lapse of one fiscal year term during which ~~he~~such member did not ~~hold office~~serve on the Board of Directors.

# ~~ARTICLE VI~~ – DUTIES OF OFFICERS

## ~~6.1~~ The President shall be the executive officer of this Council and shall preside at all meetings of the Council and of the Board of Directors. The President shall be an ex-officio voting member of the Board of Directors and all standing and special committees. The President shall perform such other duties as usually pertain to the office of the President.

## ~~6.2~~ The Vice President, in the absence of the President, shall preside at all meetings of the Council and of the Board of Directors and in the event of the resignation or death of the President or the inability to carry out the duties of the office of the President, the Vice President shall succeed to the duties and responsibilities of the President until such time as the President is again able or a new President is elected.

## ~~6.3~~ The Treasurer shall keep the financial books and records of the Council. The Treasurer shall be accountable to the Council for all moneys entrusted to him or her, and shall be responsible for the collection of the annual dues. The Treasurer shall in all matters be subject to the Board of Directors and the President and shall account to them at any time upon request. The Treasurer shall perform such additional duties as may from time to time be assigned to the Treasurer by the President or the Board of Directors.

## ~~6.4~~ The Secretary shall keep the minutes of all meetings, and shall give such notices as may be required.

# ~~ARTICLE VII~~ – QUORUMS

## ~~7.1~~ Any five (5) members of the Board of Director shall constitute a quorum for transaction of business by the Board of Directors. The Board of Directors may meet via teleconference or video conference. Members of the Board of Directors may vote on matters before them via electronic mail.

## ~~7.2~~ One-third (1/3) of the active paid members shall constitute a quorum of any regular, special, or annual meeting of the Council.

# ~~ARTICLE VIII~~ – ANNUAL MEETING

## ~~8.1~~ The fiscal year of the Council shall end on June 30th of each year. The last meeting of the Council held each fiscal year shall be the annual meeting of the Council.

# ~~ARTICLE IX~~ – NOMINATIONS

## ~~9.1~~ The President, and in the President’s absence the Vice President, shall, not later than ~~thirty (30)~~fourteen days prior to the date of each annual meeting of the Council~~, and in the event of a vacancy occurring in any office or directorship, not later than thirty (30) days prior to the meeting at which such vacancy is to be filled,~~ in consultation with the Board of Directors, submit in a writing to the members a list of nominees for ~~officers and directors~~Officers and Directors of the Council for the upcoming fiscal year term. Additional nominations for each office may be made from the floor at the election meeting. Insofar as it may deem feasible, the Board of Directors shall attempt to provide representation for each professional classification among the members it nominates for ~~officers~~Officers and ~~directors~~Directors.

# ~~ARTICLE X~~ – MEETINGS

## ~~10.1~~ Meetings of the members for furtherance of the objectives of the Council may be called by the Board of Directors at stated times, or from time to time, as the Board of Directors may deem wise and proper. Such meetings shall number at least three (3) during the course of each fiscal year.

## ~~10.2~~ Any member may, in writing addressed to the President, Vice President, or Secretary of the Council, request discussion at any meeting~~, except the annual meeting~~ of any matter concerning the Council in which the member may be interested.

# ~~ARTICLE XI~~ – VOTING

## ~~11.1~~ Voting for officers, directors and membership shall, upon request, be by secret ballot.

## ~~11.2~~ Voting on other matters may be by standing vote or in such other manner as the President of the meeting shall designate, provided however, that upon the demand of any member, any proposed vote shall be by secret ballot.

## ~~11.3~~ Except as otherwise provided in these By-Laws, action may be taken ~~by~~at any meeting of the Board of Directors or by the membership at any meeting in which a quorum is present, by majority vote.

## ~~11.4~~ Electronic mail voting shall be permitted on any matter before the Council’s Board of Directors.

# ~~ARTICLE XII~~ – CONDUCT OF MEETINGS

## ~~12.1~~ The President, subject to such rules of procedure as may from time to time be determined by the Board of Directors, shall have full discretionary authority as to the conduct of all meetings.

# ~~ARTICLE XIII~~ – DUES

## ~~13.1~~ Annual dues, payable in advance, shall be determined by the Board of Directors during the Board’s first meeting of ~~the current~~each fiscal year.

# ~~ARTICLE XIV~~ – ADVERTISING

## ~~14.1~~ No member of the Council shall use his membership therein in any form of advertisement or solicitation of business.

# ~~ARTICLE XV~~ – AMENDMENTS

## ~~15.1~~ These By-Laws may be amended at any meeting of the Council at which there is a quorum pursuant to Article VII, by a vote of two-thirds (2/3) of the members present, providing that the proposed amendment has been first submitted in writing to the Board of Directors and has been approved by a majority of the members of said Board.

# ~~ARTICLE XVI~~ – INDEMNIFICATIONS

## ~~16.1~~ The Council shall, to the maximum extent permitted by the laws of Pennsylvania, indemnify any person who is a party or has been threatened to be made a party to any threatened, completed or pending action, suit or proceeding by reason of the fact that such individual is a director or officer or other agent of the Council and such individual shall have no personal liability for monetary damages for any action taken, or any failure to take any action, as a director, officer, or agent, provided that this provision shall not eliminate the liability of such individual in any case which such elimination of liability is not permitted by law.

## ~~16.2~~ Each person who at any time is or shall have been a director, officer or agent of the Council, or is serving or shall have served at the request of the Council as a director, officer or agent, and such individual’s heirs and personal representatives, shall be indemnified by the Council in accordance with and to the fullest extent permitted by the laws of the Commonwealth of Pennsylvania in effect at the time of such indemnification. The foregoing right of indemnification shall constitute a contract between the Council and each of its directors, officers, and agents and shall not be deemed exclusive of other rights to which any director, officer, agent, or any other person may be entitled in any capacity as a matter of law or under any by-law, agreement, vote of members or directors or otherwise.

## ~~16.3~~ If authorized by the Board of Directors, the Council may purchase and maintain insurance on behalf of any person who is a director, officer, or agent of the Council to the fullest extent permitted by the laws of the Commonwealth of Pennsylvania.

# – NON‑PROFIT

~~ARTICLE XVII – NON-PROFIT~~

## ~~17.1~~ The Council shall have the unlimited powers to engage in and do any lawful act concerning any or all lawful business for which ~~non-profit~~non‑profit corporations may be incorporated under the Pennsylvania ~~Non-Profit~~Non‑Profit Corporation Law, as amended.

## ~~17.2~~ No part of the net earnings of the Council shall inure to the benefit of any director, officer, or member of the Council or any private individual (except that reasonable compensation may be paid for services rendered to or for the Council affecting one or more of its purposes). No director, officer, member or any private individual shall be entitled to share in the distribution of any of the ~~council~~Council assets on dissolution of the Council. No substantial part of the activities of the Council shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Council shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

## ~~17.3~~ Notwithstanding any other provision of these ~~By-laws~~By-Laws, the Council shall not conduct or carry on any ~~activated~~activity not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and any regulations promulgated thereunder, as they now exist or as they may hereafter be amended.

## ~~17.4~~ Upon dissolution of the Council with the winding up of its affairs, the assets of the Council shall be distributed either to the National Association of Estate Planning Councils or to such other not for profit organization located in Berks County, Pennsylvania, having purposes comparable to those of this Council and exempt from Federal tax under Section 501 (c)(6) and/or under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, as determined by a vote of the members of the Council.

# ~~ARTICLE XVIII~~ – EQUAL OPPORTUNITY

## ~~18.1~~ The Council adheres to a policy of affording equal opportunity to all individuals for membership, and prohibits illegal discrimination on account of race, color, religion, gender, national origin, age, marital status, disability, ~~veterans~~veteran status or any other basis prohibited by law. Any individual or member with questions or concerns regarding any type of discrimination in the Council is encouraged to bring these issues to the attention of the President.

Updated ~~1/12/11~~April, 2025

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