

ARTICLES OF ASSOCIATION
Amended and Restated, December 7, 2011

ARTICLE I - NAME

The name of this Association shall be **ESTATE PLANNING COUNCIL OF SEATTLE**.

ARTICLE II - PURPOSE

The primary purpose of the Council shall be the instruction and training of Council members for the purpose of improving and developing their capabilities in the estate planning field, and the instruction of the public on estate planning matters, including the principles applicable and procedures available to the transfer of property to the objects of the owner's bounty by gift, bequest or devise; to foster intelligent cooperation and understanding of the relationships among the professions represented by its members for the enhancement of estate planning information and services provided to the community; and through its activities to enable its members to improve estate planning services made available to the community.

The Council shall be advisory in character and shall have no power to bind its members to any action or conclusion that is not provided for in this instrument.

ARTICLE III - MEMBERSHIP

3.1 **Classes of Members.** The classes of members of the Council shall consist of Active Members, Honorary Life Members, Complimentary Annual Members, and Social Members. Active Members and Honorary Life Members shall be voting members of the Council. Complimentary Annual Members and Senior Members shall be non-voting members of the Council. All members, regardless of class of membership, will be assigned to one of five Membership Categories set forth below.

3.2 **Eligibility for Active Membership and Application.**

(a) **Application.** A person eligible to apply for membership may do so by submitting an application on the form published by the Council from time to time, together with such recommendation letters and application fee as specified by the Executive Committee on the application form. Each application submitted to the Council shall be reviewed by the Executive Committee's Membership Committee and, if approved by the Membership Committee, shall be submitted to the Executive Committee for vote. The applicant will become a member if elected by the majority vote of the Executive Committee. Once approved, the Executive Committee will assign each new member to one of the following categories (the "Membership Categories") based on the nature of the member's current employer, occupation, and activity as the Executive Committee deems relevant:

- Legal
- Accounting
- Financial Services
- Trust and Planned Giving
- At Large

(b) **Eligibility.** Membership in the Council as an Active Member is limited to any person who is actively engaged in estate planning and who is a member of one of the following categories (the “Qualification Categories”) who has five (5) years of practice experience in estate planning with fifty percent (50%) of the applicant’s time focused on estate planning issues:

- (i) **Attorney Category.** A licensed attorney (“Attorney Category”);
- (ii) **CPA Category.** A licensed certified public accountant (“CPA Category”);
- (iii) **Financial Services Category.** A holder of the Chartered Life Underwriter (CLU) designation, Chartered Financial Consultant (ChFC) designation, Certified Financial Planner (CFP®) designation (“Financial Services Category”);
- (iv) **Trust and Planned Giving Category.** A person who:
 - (A) (1) holds the Certified Trust and Financial Advisor (CTFA) designation or is a CPA, JD, or CFP® and (2) is working in trust or estate administration at a trust company or a bank operating a trust department; or
 - (B) (1) has earned the Certified Specialist in Planned Giving designation or is a JD, CPA, CLU, ChFC or CFP® or (2) has worked for a minimum of 5 years in the areas of estate and trust administration or planned giving; and (3) is working in planned giving (collectively, the “Trust and Planned Giving Category”); or
- (v) **At Large Category.** A person who is (A) an officer of a public charity who has five (5) years of experience and such public charity experience shall be deemed to fulfill the five (5) years of practice experience in estate planning requirement, or (B) a Certified Financial Appraiser, a Member of the Appraisal Institute, or an Accredited Member of the American Society of Appraisers (the “At Large Category”); provided however, the At Large Category of membership shall not exceed 20% of total membership.

For purposes of determining whether an applicant has spent five (5) years of practice experience in estate planning with fifty percent (50%) of the applicant’s time focused on estate planning issues, the Executive Committee may seek the input and recommendation of the Membership Committee. The Executive Committee shall have the authority to construe the meaning of these

requirements and make a final determination whether an applicant has satisfied these requirements. Furthermore, if the Executive Committee determines that these requirements have been met, that the applicant is currently working in the field of estate planning, but that the place of employment may cause the category into which the applicant would qualify to be ill-defined, then the Executive Committee has the authority to place the applicant into the category that the Executive Committee determines would be most appropriate. The Executive Committee may make reasonable exceptions to the requirements set forth in these Articles of Association as it determines in its discretion.

(c) **Eligibility for Honorary Life Membership.** Honorary Life Members shall be elected by a majority vote of the Executive Committee from candidates proposed by the Executive Committee on the basis of past services rendered to the Council. Presidents of the Council shall become Honorary Life Members upon completion of their term of office. Honorary Life Members shall be assigned to the Membership Category determined by the Executive Committee to be most appropriate for that member.

(d) **Eligibility for Complimentary Annual Membership.** Complimentary Annual members may be elected annually by majority vote of the Executive Committee on the basis of their position in the community related to estate planning. Complimentary Annual members shall be assigned to the Membership Category determined by the Executive Committee to be most appropriate for that member. Complimentary Annual members shall be non-voting members and shall not be charged dues.

(e) **Eligibility for Social Membership.** Upon application, any Active member may be designated as a Social member by a majority vote of the Executive Committee when the Active member ceases to be actively engaged in practice (e.g., retirement, change of employment, or other good cause). A Social member shall be assigned to the Membership Category determined by the Executive Committee to be most appropriate for that member. Social members shall be non-voting members and shall not be charged dues.

(f) **General.** The membership status of members in good standing at the time of adoption of these amended Articles of Association will not be affected by the change other than any Qualification Category change as a result of the adoption of these amendments.

The Executive Committee by majority vote may terminate any class of membership.

(g) **Continued Eligibility Requirements.** Each member shall renew membership annually by certifying in the manner required by the Executive Committee that such person continues to be actively engaged in estate planning and continues to be described in one of the Qualification Categories. In addition, the member shall inform the Executive Committee if changes in the member's employer, occupation or activity may occasion the reclassification of the member's assigned Membership Category.

A member's status as a member shall lapse and therefore cease immediately upon any of the following events:

1. The member fails to renew membership and pay all outstanding membership dues by September 1 of a fiscal year.
2. The member ceases to be described in one of the Qualification Categories or ceases to qualify as an Honorary Life member, Complimentary Annual members, or Social member.
3. The member ceases to be actively engaged in estate planning; provided, however, that if such member's change of status is due to retirement, change of employment or other good cause, such member may petition the Executive Committee for continuation of membership in the Council as a Social member, which may be granted by the Executive Committee in its discretion.
4. The member has been assigned to a Membership Category that is subject to professional licensure and such member is suspended or expelled by the licensing agency regulating such profession.
5. The Executive Committee votes to suspend or expel the member for cause, provided that the Executive Committee determines the suspension or expulsion to be in the best interests of the Council.

(h) **Manner for Reinstatement of Membership Status.** A person whose membership status has ceased may reapply for membership in the Council in the manner set forth below if and when such person subsequently meets the eligibility requirements stated herein or, if the person has been suspended or expelled as provided in Section 3.2(g), such person may regain the status of a member upon satisfaction of the terms of suspension or expulsion as determined by the Executive Committee in its resolution of suspension or expulsion.

The procedures for reapplying for membership status are as follows:

1. A person who is a member of the Council at any time during the immediately preceding fiscal year may reapply for membership status by completing the renewal membership application and payment of all outstanding membership dues.
2. A person who has been a member at any time within the last five fiscal years may reapply for membership status by complying with the procedures set forth in Section 3.2(b) except that when submitting a new membership application, such application need not be accompanied with the required recommendation letters.
3. Any person who has not been a member at any time within the

last five fiscal years may reapply for membership status by complying with the procedures set forth in Section 3.2(b).

(i) **Roster of Membership.** The Executive Committee shall maintain a list of members that shall be published annually in a membership roster along with scheduled programs or other materials of interest to the members. The membership list shall not be used for mailing purposes without the Executive Committee's prior consent for which consent the Executive Committee may charge a fee. The published membership roster shall contain a legend setting forth the prohibition against its unauthorized use and the Executive Committee's reserved right to charge a fee for its use.

3.3 **Attendance of Members.** The Council has a policy of active participation by its members. Attendance at the regular quarterly meetings is desirable for the best usefulness of the Council. The Council encourages, promotes, and expects active participation. Loss of membership may result from the repeated absences and persistent violation of the active participation policy.

3.4 **Rights of Members.** Members shall have the right to vote on the matters set forth in these Articles of Association in which a membership voting right is granted. The right of a member to vote and all of the member's right, title, and interest in or to the Council shall cease on the termination of the member's membership. Membership interests are not transferable. No member shall be entitled to share in the distribution of the Council's assets upon the dissolution of the Council.

3.5 **Resignation of Members.** Any member may resign from the Council at any time by delivering a written notice to the Executive Committee, the President, or the Secretary of the Council. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective date.

3.6 **No Compensation.** Members shall not receive any compensation.

ARTICLE IV - EXECUTIVE COMMITTEE

4.1 **General Powers.** All powers necessary or proper for the government of the Council shall be vested in an Executive Committee

4.2 **Number, Tenure and Qualifications.**

(a) **Number; Tenure.** The Executive Committee shall be composed of eight (8) members elected by the membership and four (4) ex-officio members as more particularly described below, provided, however, that the number of members of the Executive Committee may be changed from time by an amendment to these Articles of Association, but no decrease shall have the effect of shortening the term of any incumbent member of the Executive Committee. Except as otherwise provided herein, each member of the Executive Committee elected by the membership shall hold office for a term of two (2) years and until his or her

successor shall have been elected and qualified or until he or she dies, resigns or is removed from office. Each ex-officio member of the Executive Committee shall hold office for one (1) year and until his or her successor shall have been elected and qualified or until he or she dies, resigns, or is removed from office.

(b) **Qualification; Composition.** Executive Committee members must be members of the Council. The composition of the Executive Committee elected by the membership shall consist of two (2) members of the Executive Committee from each of the Attorney, CPA®, Financial Services, and Trust and Planned Giving Categories of membership elected to the Executive Committee by the membership. Additionally, the Immediate Past President, the Chair, the Co-Chair, and the Incoming Co-Chair of the annual Estate Planning Seminar (the “Seminar”), who shall be elected to such positions by the Executive Committee, shall serve as ex-officio members of the Executive Committee. Ex-officio members of the Executive Committee shall have all rights and obligations as members of the Executive Committee elected by the membership.

4.3 **Election.** The members of the Executive Committee who are elected by the membership shall be elected by the Members of the Council at the annual meeting of the Members.

4.4 **Executive Committee Chairperson.** The President of the Council shall be the Executive Committee Chairperson. The Executive Committee Chairperson shall, when present, preside at all meetings of the Executive Committee and shall have such other powers as the Executive Committee and these Articles of Association may prescribe.

4.5 **Vacancies.** Any vacancy occurring on the Executive Committee, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining members of the Executive Committee, though less than a quorum of the Executive Committee. A member of the Executive Committee elected to fill a vacancy shall hold office until the end of the term of the member of the Executive Committee being replaced or until his or her successor is elected and qualified.

4.6 **Removal.** The Executive Committee Chairperson may declare vacant the office of a member of the Executive Committee if he or she is declared of unsound mind by the order of a court, is convicted of a felony, or is removed as a Member of the Council. Any member of the Executive Committee may be removed from office by the vote of two-thirds (2/3) of the Members of the entire Executive Committee at a meeting at which a quorum is present and notice has been given of the agenda item to remove a member of the Executive Committee.

4.7 **Resignation.** Any member of the Executive Committee may resign at any time by delivering written notice to the Executive Committee, the President, or the Secretary. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective date.

4.8 **No Compensation.** The members of the Executive Committee shall not receive any compensation for their services as members of the Executive Committee; provided, however,

by resolution of the Executive Committee, reasonable expenses of attendance, if any, may be allowed for each regular or special meeting of the Executive Committee.

ARTICLE V — OFFICERS; SEMINAR CHAIR; SEMINAR CO-CHAIR

5.1 **Designations.** The officers of the Council shall be a President, a Vice President, a Secretary and a Treasurer. To qualify, an officer must be a Member of the Council and a member of the Executive Committee (for the year in which such person shall serve as an officer). Any officer may be assigned by the Executive Committee any additional title that the Executive Committee deems appropriate. The Executive Committee may delegate to any officer or agent the power to appoint any such subordinate officers or agents and to prescribe their respective terms of office, authority and duties. Not more than one member of the Attorney, CPA, Financial Services, and Trust and Planned Giving Categories may be elected, appointed, or serve as an officer of the Council for concurrent terms. The appointment of any officer does not itself create contract rights between the Council and that officer.

5.2 **Election, Term of Office, and Qualifications.** The officers shall be elected annually by the Members of the Council to serve a one (1) year term until the next annual meeting of the Executive Committee or until such officer's death, removal, resignation and until their respective successor is duly elected and qualified.

5.3 **President.** The President shall be the chief executive officer of the Council and, subject to the direction and control of the Executive Committee, shall have general charge and supervision over its property, business and affairs. The President shall possess power to sign all certificates, contracts and other instruments of the Council. The President shall preside at all meetings of the Executive Committee, unless the Executive Committee has appointed a chairperson. The President shall perform all such other duties as are incident to his or her office or are properly required by the Executive Committee.

5.4 **Vice President.** In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of the President, except as limited by resolution of the Executive Committee. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Executive Committee.

5.5 **Secretary.** The Secretary shall (a) keep the Minutes of Executive Committee and Membership meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Articles of Association or as required by law; (c) be custodian of the corporate records and of the seal of the Council, if any; (d) maintain membership records of the Council; and (e) in general shall make such reports and perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Executive Committee.

5.6 **Treasurer.** If required by the Executive Committee, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Executive Committee shall determine. The Treasurer shall (a) have charge and custody of and

be responsible for all funds and securities of the Council; (b) receive and give receipts for monies due and payable to the Council from any source whatsoever; (c) deposit all such monies in the name of the Council in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Articles of Association; (d) render to the Executive Committee, from time to time as may be required of the Treasurer, an account of all transactions of the Treasurer and of the Council's financial condition; and (e) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Executive Committee.

5.7 **Delegation.** In the case of absence or inability to act of any officer of the Council and, of any person herein authorized to act in the place of such person, the Executive Committee may from time to time delegate the powers or duties of such officer to any other officer, Executive Committee member or person whom it may select.

5.8 **Other Officers.** The Executive Committee may appoint such other officers and agents as it shall deem necessary or expedient, who shall hold offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Executive Committee.

5.9 **Resignation.** Any officer may resign at any time by delivering written notice to the President, the Vice President, the Secretary, or the Executive Committee, or by giving oral notice at any meeting of the Executive Committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. An officer's resignation does not affect the Council's contract rights, if any, with the officer.

5.10 **Removal.** Any officer or agent elected or appointed by the Executive Committee may be removed by the Executive Committee whenever in the Executive Committee's judgment the best interests of the Council would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

5.11 **Vacancies.** The Executive Committee shall fill any office that becomes vacant with a successor who shall hold office for the unexpired term and until his or her successor shall have been duly appointed and qualified.

5.12 **No Compensation.** The officers shall not receive any compensation for their services as officers of the Council.

5.13 **Estate Planning Seminar Chair; Co-Chair; Incoming Co-Chair.** The Executive Committee shall elect the Seminar Chair, Co-Chair, and Incoming Co-Chair each to serve a one (1) year term. The Seminar Chair shall identify potential candidates for consideration by the Executive Committee for the position of Seminar Co-Chair. The Seminar Co-Chair shall identify potential candidates for consideration by the Executive Committee for the position of Incoming Co-Chair. Not more than one member of the Attorney, CPA, Financial Services, and Trust and Planned Giving Categories may be elected, appointed, or serve as Seminar Chair, Co-Chair, and Incoming Co-Chair for concurrent terms. The Seminar Chair, Co-

Chair, and Incoming Co-Chair must be a Member of the Council and a member of the Attorney, CPA, Financial Services, and Trust and Planned Giving Categories. The election shall be in the following rotational order of categories:

- (1) Attorney Chair with Trust and Planned Giving Co-Chair;
- (2) Trust and Planned Giving Chair with CPA Co-Chair;
- (3) CPA Chair with Financial Services Co-Chair; and
- (4) Financial Services Chair with Attorney Co-Chair.

Exceptions to this rotation cycle may be made by the Executive Committee in its discretion.

ARTICLE VI -MEETINGS

6.1 Annual and Regular Meetings.

(a) **Executive Committee.** The annual meeting of the Executive Committee shall be held during the fiscal year at such time and place as the President shall designate in the notice of meeting. Regular meetings of the Executive Committee shall be held at least nine (9) times per year at such time and place as the President shall designate in the notice of meeting. The Executive Committee may provide the time and place either within or without the State of Washington for holding additional regular meetings without notice other than such resolution.

(b) **Members.** Regular meetings of the membership shall be held at least four (4) times per year as the Executive Committee shall determine. The annual meeting shall be the last meeting of the fiscal year or such other time as the Executive Committee determines. The meetings of the Members shall be at such time and place as the Executive Committee shall determine and the President shall designate in the notice of meeting. By resolution, the Members may provide the time and place within the State of Washington for holding additional regular meetings without notice other than such resolution.

6.2 Special Meetings.

(a) **Executive Committee.** Special Executive Committee meetings may be called by or at the request of the President, the Secretary, or any Executive Committee member. The person or persons authorized to call special meetings of the Executive Committee may fix any place either within or without the State of Washington as the place for holding any special Executive Committee meeting called by them.

(b) **Members.** Special meetings of the Members may be called at any time by the Executive Committee or by 25% of the voting Members of the Council. The person or persons authorized to call special meetings of the Members may fix any place within the State of Washington as the place for holding any special Member meeting called by them.

6.3 Notice. Notice of the time and place of each meeting shall be given by the

Secretary or the persons calling the meeting, by mail, electronic communication (facsimile transmission, e-mail (provided the recipient has consented in writing to e-mail communication and such consent is on file in the books and records of the Council) or communication by telephone), or courier at least five (5) days before the meeting. If such notice is mailed, it shall be deemed to be delivered when deposited in the United States mail properly addressed with postage prepaid. If the notice is sent by electronic communication, it shall be deemed to be delivered when sent (provided in the case of facsimile that evidence of receipt is retained and in the case of communication by telephone that documentation of the communication or recording a voicemail message is retained). Neither the business to be transacted, nor the purpose of any regular or special meeting of the Executive Committee or the Members need be specified in the notice or waiver of notice of such meeting.

6.4 **Waiver of Notice.**

(a) **In Writing.** Whenever any notice is required to be given to any person of the Council under the provisions of these Articles of Association or under the provisions of any law governing the Council, a waiver thereof in writing, signed by the person entitled to such notice, whether before or after the time stated therein, and delivered to the Council for inclusion in the minutes or filing with the Council's association records, shall be equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Executive Committee or Members need be specified in the waiver of notice of such meeting.

(b) **By Attendance.** The attendance of a person at a meeting shall constitute a waiver of notice of such meeting unless the person at the beginning of the meeting, or promptly upon the person's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

6.5 **Quorum.**

(a) **Executive Committee Members.** A majority of the Executive Committee members shall constitute a quorum for the transaction of business at any Executive Committee meeting, but if less than such majority be present at a meeting, a majority of the Executive Committee members present may adjourn the meeting from time to time without further notice.

(b) **Members.** Twenty-five (25) Members of the Council shall constitute a quorum for the transaction of business at any Members meeting, but if less than such number be present at a meeting, a majority of the Members present may adjourn the meeting from time to time without further notice.

6.6 **Manner of Acting.**

(a) **Executive Committee members.** The act of the majority of the Executive Committee members present at a meeting at which a quorum is present shall be the act of the Executive Committee, unless the vote of a greater number is required by these Articles of Association or any law governing the Council. The Executive Committee members present at a

duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Executive Committee members to leave less than a quorum.

(b) **Members.** The act of the majority of the Members present at a meeting at which a quorum is present shall be the act of the Members, unless the vote of a greater number is required by these Articles of Association or any law governing the Council. The Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

At every meeting of members each member shall be entitled to vote in person and there shall be no voting by proxy. Each member of the Council shall be entitled to one vote.

6.7 **Presumption of Assent - Executive Committee Members.** A Executive Committee member who is present at a meeting of the Executive Committee at which action on any Council matter is taken shall be presumed to have assented to the action taken unless:

(a) The Executive Committee member objects at the beginning of the meeting, or promptly upon the Executive Committee member's arrival, to holding it or transacting business at the meeting;

(b) The Executive Committee member's dissent or abstention from the action taken is entered in the minutes of the meeting; or

(c) The Executive Committee member delivers written notice of the Executive Committee member's dissent or abstention to the presiding officer of the meeting before its adjournment or to the Council within a reasonable time after adjournment of the meeting.

The right of dissent or abstention is not available to a Executive Committee member who votes in favor of the action taken.

6.8 **Presumption of Assent - Members.** A member of the Council who is present at a meeting of the Members at which action on any Council matter is taken shall be presumed to have assented to the action taken unless:

(a) The member objects at the beginning of the meeting, or promptly upon the member's arrival, to holding it or transacting business at the meeting;

(b) The member's dissent or abstention from the action taken is entered in the minutes of the meeting; or

(c) The member delivers written notice of the member's dissent or abstention to the presiding officer of the meeting before its adjournment or to the Council within a reasonable time after adjournment of the meeting.

The right of dissent or abstention is not available to a member who votes in favor of the action taken.

6.9 **Action By Executive Committee Members Without a Meeting.** Any action required or permitted to be taken at a meeting of the Executive Committee may be taken without a meeting if one or more written consents setting forth the action to be taken are signed by each of the Executive Committee members, either before or after the action taken, and delivered to the Council for inclusion in the minutes or filing with the corporate records. Any such written consent shall be inserted in the Minute Book as if it were the minutes of a Executive Committee meeting. Action taken by unanimous consent is effective when the last Executive Committee member signs the consent, unless the consent specifies a different effective date. The written consents referred to in this Article 6.9 may be in the form of an electronic record (e.g. email) maintained in the Minute Book of the Council.

6.10 **Action By Members Without a Meeting.** Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if one or more written consents setting forth the action to be taken are signed by each of the members, either before or after the action taken, and delivered to the Council for inclusion in the minutes or filing with the corporate records. Any such written consent shall be inserted in the Minute Book as if it were the minutes of a member's meeting. Action taken by unanimous consent is effective when the last member signs the consent, unless the consent specifies a different effective date.

6.11 **Participation by Communication Equipment.**

(a) **Executive Committee.** Members of the Executive Committee may participate in a meeting of such **Executive Committee** by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other during the meeting. A Executive Committee member participating at a meeting by such means shall be deemed to be present in person at a meeting.

(b) **Members.** Members may participate in a meeting of the members by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other during the meeting. A member participating at a meeting by such means shall be deemed to be present in person at a meeting.

ARTICLE VII. EXECUTIVE COMMITTEE COMMITTEES

7.1 **Committees.** The Executive Committee, by resolution adopted by a majority of the Executive Committee, may designate from among its Executive Committee members one or more committees, each of which must have two or more Executive Committee members and, to the extent provided in such resolution, shall have and may exercise all the authority of the Executive Committee, except that no such committee shall have the authority to (1) amend, alter or repeal these Articles of Association; (2) elect, appoint or remove any member of any other committee or any Executive Committee member or officer of the Council; (3) amend the Articles of Incorporation; (4) adopt a plan of merger or consolidation with another corporation; (5) authorize the sale, lease or exchange of all or substantially all of the property and assets of the Council not in the ordinary course of business; (6) authorize the voluntary dissolution of the Council or revoke proceedings therefore; (7) adopt a plan for the distribution of the assets of the

Council; or (8) amend, alter or repeal any resolution of the Executive Committee which by its terms provides that it shall not be amended, altered or repealed by a committee.

7.2 **Tenure and Qualifications.** Each member of a committee shall hold office until the next regular annual meeting of the Executive Committee following his or her designation and until his or her successor is designated as a member of the committee and is elected and qualified.

7.3 **Meetings.** Regular meetings of a committee may be held without notice at such times and places as the committee may fix from time to time by resolution unless otherwise provided in the resolution of the Executive Committee. Special meetings of a committee may be called by any member thereof upon not less than twenty-four (24) hours notice stating the place, date and hour of the meeting, which notice may be written or oral, and if mailed, shall be deemed to be delivered when deposited in the United States mail addressed to the member of the committee at his or her business address. Any member of a committee may waive notice of any meeting and no notice of any meeting need be given to any member thereof who attends in person. The notice of a meeting of a committee need not state the business proposed to be transacted at the meeting.

7.4 **Quorum.** A majority of the members of a committee shall constitute a quorum for the transaction of business at any meeting thereof and action of the committee must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present.

7.5 **Action Without a Meeting.** Any action that may be taken by a committee at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the members of the committee.

7.6 **Vacancies.** Any vacancy in a committee may be filled by a resolution adopted by a majority of the full Executive Committee.

7.7 **Resignations and Removal.** Any member of a committee may be removed at any time with or without cause by resolution adopted by a majority of the full Executive Committee. Any member of a committee may resign from such committee at any time by giving written notice to the President or the Secretary of the Council and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

7.8 **Procedure.** A committee shall elect a chairperson from its members and may fix its own rules of procedure that shall not be inconsistent with these Articles of Association. It shall keep regular minutes of its proceedings and report the same to the Executive Committee for its information at the meeting thereof held next after the proceedings shall have been taken.

7.9 **Nominating Committee.** The President, at least one (1) month prior to the date of each annual Membership meeting, shall appoint a committee of four (4) members of the Executive Committee consisting of one member from each of the Attorney, CPA, Financial Services, and Trust and Planned Giving Categories, to submit a list of nominees for the offices of

the Council and for the elective memberships of the Executive Committee, to be acted upon at such annual meeting of the Members.

ARTICLE VIII. OTHER COMMITTEES

8.1 Committees.

(a) **Standing Committees.** The Council shall have the following Standing Committees:

(i) Membership Committee

(ii) Any other Committee the Executive Committee shall determine is necessary.

The Chair of each Standing Committee shall be elected by the Executive Committee from among the Executive Committee members by majority vote. The membership on such Committees may be comprised of members of the Executive Committee and members of the Council, as appointed by the President, with the advice and consent of the Executive Committee. The Standing Committees shall have the powers and authority delegated by the Executive Committee as the Executive Committee shall deem advisable.

(b) **Other Committees.** The President of the Council, and in the President's absence the Vice President, shall, with the advice and consent of the Executive Committee, have the power to appoint such committees as the President (or Vice President as the case may be) shall deem advisable to further the interests of the Council and its members, and to delegate to such committees such power and authority as the Executive Committee shall deem advisable.

8.2 **Tenure and Qualifications.** Each member of a committee shall hold office until the next regular annual meeting of the Executive Committee following his or her designation and until his or her successor is designated as a member of the committee and is elected and qualified, or such shorter period of service as may be set forth in the appointment to such committee. Members of the non-Executive Committee committees need not be members of the Executive Committee.

8.3 **Meetings.** Regular meetings of the committees may be held without notice at such times and places as the committee may fix from time to time by resolution or as may be called by the President, Vice President, Secretary, or Treasurer.

8.4 **Quorum.** A majority of the members of committees shall constitute a quorum for the transaction of business at any meeting thereof and action of the committee must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present.

8.5 **Action Without a Meeting.** Any action that may be taken by a committee at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the members of such committee.

8.6 **Vacancies.** Any vacancy in the committee may be filled by a resolution adopted by a majority of the Executive Committee.

8.7 **Resignations and Removal.** Any member of a non-Executive Committee committee may be removed at any time with or without cause by resolution adopted by a majority of the Executive Committee. Any member of a non-Executive Committee committee may resign from such committee at any time by giving written notice to the President or the Secretary of the Council and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

8.8 **Procedure.** Each non-Executive Committee committee shall elect a chairperson from its members and may fix its own rules of procedure that shall not be inconsistent with these Articles of Association. It shall keep regular minutes of its proceedings and report the same to the Executive Committee for its information at the meeting thereof held next after the proceedings shall have been taken.

ARTICLE IX. CONTRACTS, LOANS, CHECKS, DEPOSITS, FACSIMILE TRANSMISSIONS

9.1 **Contracts.** The Executive Committee may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Council. Such authority may be general or confined to specific instances.

9.2 **Loans.** No loans shall be contracted on behalf of the Council and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Executive Committee. Such authority may be general or confined to specific instances.

9.3 **Loans to Executive Committee members and Officers.** Notwithstanding anything herein to the contrary, no loans shall be made by the Council to a Executive Committee member or officer of the Council, nor shall a guarantee of an obligation of a Executive Committee member or officer of the Council be made by the Council.

9.4 **Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Council shall be signed by such officer or officers, agent or agents, of the Council and in such manner as is from time to time determined by resolution of the Executive Committee.

9.5 **Deposits.** All funds of the Council not otherwise employed shall be deposited from time to time to the credit of the Council in such banks, trust companies or other depositories as the Executive Committee may select.

9.6 **Electronic Transmissions.** An electronic transmission of any original document by facsimile or scanned and emailed shall have the same effect as an original, and any signature required on an original shall be completed when an electronic copy has been signed. Further, electronic transmission of any signed original document, and retransmission of any signed electronic transmission, shall be the same as transmission of an original. Signed electronic copies of documents shall be appended to the original thereof, integrated therewith and given full

effect as if an original until such time as the electronic-transmitted signatures are confirmed by signing a separate original document.

ARTICLE X. BOOKS AND RECORDS

10.1 **Books of Accounts; Minutes.** The Council shall keep as permanent records Minutes of all meetings of the Executive Committee and Members, a record of all actions taken by the Executive Committee and Members without a meeting, and a record of all actions taken by a committee of the Executive Committee exercising the authority of the Executive Committee on behalf of the Council. The Council shall maintain appropriate accounting records. The Council shall keep a copy of the following records at its principal office: the Articles of Incorporation and all amendments thereto currently in effect; the Articles of Association and all amendments thereto currently in effect; its financial statements for the past seven years, including balance sheets showing in reasonable detail the financial condition of the Council as of the close of each fiscal year, an income statement showing the results of its operations during each fiscal year prepared on the basis of generally accepted accounting principles or, if not, prepared on a basis explained therein; and a record of the names and addresses of all Members, Officers, and the Executive Committee members.

10.2 **Copies of Resolutions.** Any person dealing with the Council may rely upon a copy of any of the records of the proceedings, resolutions or votes of the Members and the Executive Committee, when certified by the President or Secretary.

ARTICLE XI. AMENDMENTS

These Articles of Association may be altered, amended or repealed and new Articles of Association may be adopted by a two-thirds (2/3) vote of the Members present at any regular or special meeting of the Members of the Council at which a quorum is present, provided that notice setting forth such proposed amendments shall have been given to all members at least ten (10) days prior to the date of such meeting.

ARTICLE XII. FISCAL YEAR

The fiscal year of the Council shall be set by resolution of the Executive Committee.

ARTICLE XIII. DUES

The annual dues for each member shall be set from time to time by the Executive Committee and shall be payable by such date as determined by the Executive Committee.

ARTICLE XIV. USE OF MEMBER DATABASE

The membership database of the Council is confidential and, except with the express written authorization of the Executive Committee, may be used by an individual member only for routine professional announcements or for the communication of information which, in the considered judgment of the member, is likely to be of significant interest to the other members to whom it is sent. The database shall not be made available by a member to any organization with

which the member is associated or to other non-members of the Council except with the express written authority of the Executive Committee. The Executive Committee may condition use of or availability of the database as it deems appropriate, including reserving the right to review materials proposed to be mailed to Council members and requiring that such materials include a letter from the Council identifying the Council's role in making such materials available to its members.

ARTICLE XV: DISTRIBUTION OF ASSETS ON DISSOLUTION

In the event of the final dissolution of the Council, any assets of the Council shall be distributed to an educational institution of higher learning in the State of Washington offering the study of the fields of law, accounting, insurance and/or other disciplines having to do with the conservation and planning of estates. The Executive Committee of the Council shall determine the recipients and the percentages of assets to be distributed to each recipient organization. The recipient shall use the funds for scholarships for worthy students in the fields of law, accounting, insurance and other disciplines having to do with the conservation and planning of estates.