



**BY-LAWS  
THE ESTATE PLANNING COUNCIL  
OF  
THE FUN COAST**

**I. NAME**

The name of the organization is the “Estate Planning Council of The Fun Coast,” (herein after called the “Council”).

**II. PURPOSE**

The purpose of the Council shall be:

1. To foster cooperation and a cordial relationship among the members of the various professionals in the field of estate planning;
2. To assist its members in keeping abreast of laws and conditions affecting business and personal taxation and the problems of estate accumulation and conservation so as to improve the knowledge of each member within his or her sphere; and
3. To encourage its members to have as their ultimate goal the rendering of the best professional service to the public.

**III. MEMBERSHIP**

The membership categories of this Council shall consist of:

1. Chartered Life Underwriter Certified Financial Planner and Chartered Financial Consultant;
2. Attorneys who are members in good standing with the Florida Bar;
3. Certified Public Accountant and Accountant who have estate planning experience and focus;
4. Bank Trust Officers, Bank Officers involved in Estate Planning

5. Associated Professionals: individuals who are professionally involved in estate planning. Includes insurance agents, securities representatives, investment advisors, financial planners, paralegals and other interested persons.
6. Representatives of charitable organizations or foundations who utilize estate planning as a means of funding their activities.
7. Affiliates – Individuals in other professions or occupations who support the goals, objectives and methods of the Estate Planning Council of the Fun Coast.
8. Honorary Members are those individuals who have been elected by a two-thirds vote of the entire Board of Directors for special and exceptional reasons. Honorary membership shall be for life, and no dues will be requested of the Honorary member. They shall have no vote in deliberations and they shall not count in determining a quorum.

All members, other than Honorary members, must be interested in and actively involved in or practicing estate planning or related subjects in Northeastern Florida.

All new member applicants, other than Honorary Members, must be approved by a majority vote of the Board of Directors after review and approval of their applications by the Membership Committee. The Board shall approve annually a comprehensive membership application which requests enough information for the review process to be fair and thorough.

#### **IV. BOARD OF DIRECTORS**

The Board of Directors shall be made up to fifteen (15) individuals who are Members in good standing of the "Council" at the time of their election or appointment to the office. It is the goal that two members shall be selected from each membership category and the immediate Past President shall constitute the sixteenth member.

Any Member of the Board of Directors that is absent without excuse from three (3) Board of Director meetings during any twelve (12) month period shall be assumed to have abandoned his or her seat on the Board. In such instance, the President or Pro Tem shall serve written notice of such abandonment and give the Member fifteen (15) days to show good cause in writing. If good cause is shown, such showing will be considered by the Board at the next Regular or Special Meeting. If no good cause is shown or if the Board finds such showing is insufficient, then the Board shall immediately fill the vacancy by appointment.

#### **V. NOMINATIONS AND ELECTIONS**

At a meeting called for the annual reorganization of the Board of Directors of the Council, the Board of Directors shall be elected by a majority vote of the members then present, and shall hold office until their successors are elected and qualified as hereinafter provided.

The President shall, at least thirty (30) days prior to the date of each annual meeting, appoint three members as a Governance Committee to submit a list of nominees for members to the Board of Directors, to be voted upon at the annual meeting. The Governance Committee shall seek to achieve a balance among the five membership categories in its recommendations, in accord with Article IV above. Such committee shall file the names of the nominees with the Secretary at least ten (10) days before the date of the meeting.

Board member shall be elected for a term of three years and may be re-elected to serve by the majority of voters present at the annual board meeting Each immediate Past President shall make up the sixteenth (16th) member.

No director shall serve more than three (3) consecutive three (3) year terms without a break in service, except if an individual serves as President in the last eligible year of the time period described above, the person may serve one additional year as Immediate Past President before requiring a break in service.

There shall be an Executive Committee of the Board of Directors, which shall consist of the President, Vice-President, Secretary, Treasurer, and Immediate Past President. The President shall serve as Chairman of the Executive Committee. The Executive Committee shall be subject in all respects to the authority and direction of the Board of Directors and, in between meetings of the Board, shall have and exercise the power and authority of the Board of Directors in the management of the business and affairs of the council to the extent allowed by applicable law.

## **VI. OFFICERS**

The Officers of the Council shall consist of a President, a Vice-President, a Secretary, and a Treasurer. The Officers shall hold office commencing the 1st day of the month after their election for one (1) year, or until their successors are chosen and agree to serve.

## **VII. QUORUMS – VACANCIES**

Any seven (7) members of the Board of Directors shall constitute a quorum for the transaction of business. The Board of Directors shall have the power, by a concurrence of at least seven (7) members, to fill any vacancy which may occur in their number for the unexpired terms of such position. Likewise, any vacancy in any of the officer's positions which occurs between annual meetings of the Directors may be filled by a concurrence of seven (7) members of the Board of Directors.

Any three (3) members of the Executive Committee present at a meeting of that committee shall constitute a quorum for the transaction of business for the Executive Committee.

Although deliberations among board members are desirable to develop policy, the President may use the telephone, facsimile, or electronic mail (E-mail) to transact business as necessary for the Board or for the Executive Committee.

## **VIII. ANNUAL MEETINGS**

The annual meeting of the Board of Directors shall be held the third week in December of each year. Special meetings of the Board of Directors may be called by the President or Secretary, as needed, or when requested by three (3) members of the Board of Directors to establish rules of procedure and practice for its meetings, subject to the approval of, or amendment by, the membership of the council.

## **IX. COMMITTEES**

The President of the Council, and in that person's absence, the Vice-President, and in the absence of both, the Treasurer, shall, with the advice and consent of the Board of Directors, have the power to appoint committees as shall be deemed advisable to further the interests of the Council and its members; and to delegate to such committee such power and authority as the Board of Directors shall deem advisable.

## **X. MEETINGS**

Meetings for the furtherance of the objectives of the Council may be called by the Board of Directors at stated times, or from time to time, at its discretion. The program of such meeting shall be arranged by the Board of Directors and the Program Committee. Any member may, in writing addressed to the Secretary, request the Board of Directors to bring up for discussion at any meeting, except the annual meeting, any matter in which he may be interested.

## **XI. DUTIES OF OFFICERS**

In addition to their other duties as set out herein, the duties of the officers shall be as follows:

1. The President shall preside at all meetings of the Council and the Board of Directors.
2. The Vice-President shall perform the duties of the President in the absence of the President; the Vice-President shall also Chair the Program Committee and assist the President and other officers in the performance of their duties.
3. The Treasurer shall have the custody of all funds and property of the Council, in the name of the Council, in a bank account or trust company. All withdrawals of such funds shall be on checks or orders authorized by any two of the four officers for amounts over \$500.00 and one officer for amounts under \$500.00.

The Treasurer shall prepare and submit a statement of the financial condition of the Council at the annual meeting and at such times and in such manner as the Board of Directors may request. The Treasurer must prepare and file any tax returns required to be filed by the Council. In addition, the Treasurer shall perform the duties of the President in the absence of the President and Vice President.

4. The Secretary shall keep a record of the proceedings of all meetings of the Council and the Board of Directors, and shall be responsible for the mailing of notices of meetings, invoices for annual dues and other communications to the other members of the Board of Directors and the membership.

## **XII. EXPENSES AND DUES**

The Fiscal year of the Council shall be January 1st to December 31st. The expenses of the Council, shall be provided for by annual dues payable before the 1st day of March each year, except for new members, whose dues are accepted at the discretion of the Board of Directors. The amount of the annual dues shall be determined by the Board of Directors. Annual dues accepted from new members after October 30th shall carry over for the following fiscal year.

## **XIII. ADVERTISEMENT**

Any mention of the Council by members in advertisements or publications is expected to be in good taste and in compliance with ethical standards of their professions. All advertising and publications are subject to review by the Board of Directors.

## **XIV. DIRECTOR LIABILITY**

No director shall be personally liable, as such, for monetary damages for any action taken or failure to take action unless said director has breached or failed to perform the duties of his or her office according to law; and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. This provision shall not apply to the responsibility or liability of a director pursuant to any criminal statute or the liability of a director for the payment of taxes pursuant to Federal, State or local law.

## **XV. AMENDMENTS**

These Bylaws may be amended at any annual or special meeting of the Council by vote of two-thirds of the members present, provided, that the notice setting forth the proposed amendment shall have been mailed to all members at least five days prior to the date of such meeting, and provided further, that the Board of Directors shall have theretofore approved such amendment in writing.

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