

**NINTH AMENDMENT AND COMPLETE RESTATEMENT
OF
BYLAWS
OF
ORANGE COUNTY ESTATE PLANNING COUNCIL**
A California Nonprofit Mutual Benefit Corporation

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ARTICLE I

NAME

The name of this corporation shall be known as the ORANGE COUNTY ESTATE PLANNING COUNCIL, originally incorporated under the name of ORANGE COAST ESTATE PLANNING COUNCIL.

ARTICLE II

OFFICES

The Board of Directors may from time to time establish a principal office for the transaction of the business of this Corporation at any place or places in communities located within Orange County, California. The location, and change of location, of the principal office of this Corporation shall be noted by the Secretary on these Bylaws opposite this Article II. The street address of the principal offices as established from time to time, shall be included in the annual statement filed with the California Secretary of State.

ARTICLE III

PURPOSES AND LIMITATIONS

Section 1. Specific Purpose. The specific and exclusive purpose of this corporation is to enhance, by means of education and the mutual interchange of ideas, the knowledge and skills of its members in the field of estate planning, and thereby improve the quality of estate planning services offered to the public by the members hereof. This corporation is organized and shall be operated exclusively as a “business league” within the meaning of Section 501 (c) (6) of the Internal Revenue Code of 1954, as amended.

Section 2. Limitations.

(a) This corporation has been formed under the California, Nonprofit Mutual Benefit Corporation Law for the purpose described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of this corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

(b) This corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its purpose described above.

(c) No part of the net income of this corporation shall ever inure to the benefit of any Director, Officer, or member hereof or to the benefit of any private person.

ARTICLE IV

MEMBERS

Section 1. Qualification and Rights of Membership.

(a) Classes and Qualifications: This Corporation shall have six (6) membership categories, namely: attorneys, certified public accountants, chartered life underwriters, fiduciaries, financial planners, and members at large. A minimum of five (5) years experience in estate planning shall be a prerequisite for all members in any category.

(1) Attorneys: Membership shall be limited to those attorneys in private practice who are admitted to practice law in the State of California, and who are actively engaged in an estate planning practice to which they devote at least fifty percent (50%) of their professional time. Said Attorneys must exhibit a superior knowledge of estate planning or be otherwise recognized by members of their profession as specialists in estate planning matters.

(2) Certified Public Accountants: Membership shall be limited to Certified Public Accountants who devote at least twenty-five percent (25%) of their practice to estate planning matters, who evidence a superior knowledge of estate and gift taxation or of the income taxation of trusts and estates, and who are generally recognized by members of their profession as being specialists in estate planning matters.

(3) Chartered Life Underwriters: Membership shall be limited to those Chartered Life Underwriters who devote at least thirty percent (30%) of their professional time to estate planning.

(4) Fiduciaries: Membership shall be limited to those officers of banks and trust companies or individual California Licensed Professional Fiduciaries who are graduates of a recognized trust school, or holder of CTFA designation, or equivalent, and are presently actively engaged in estate planning to which they devote at least fifty percent (50%) of their professional time.

(5) Members at Large: Members at Large are those professionals whose professional time involves substantial estate planning and who, because of their position, can make a special contribution to the Council, but who cannot qualify under any of the above disciplines due to reasons other than the fact that memberships under those disciplines are filled. Members at Large shall be limited to those individuals who hold a graduate degree or who hold an advanced industry designation afforded to those in their field, who spend at least thirty percent (30%) of their professional time involved in estate planning and who are recognized by members of their profession as having superior knowledge of estate planning matters.

(6) Financial Planner: Membership shall be limited to those Certified Financial Planners (CFP®) and Chartered Financial Consultants (ChFC) who devote at least thirty percent (30%) of their professional time to estate planning matters, and who are generally recognized by members of their profession as being specialists in estate planning.

(b) Limitations.

(1) Numeric Limitations: At no time shall the number of members at large exceed fifteen percent 15% of the total membership. At no time shall the number of members in any other membership category exceed 50% of the total membership.

(2) Geographic Limitations: Memberships shall be limited to those individuals who maintain a place of business or their residence in Orange County, California.

(c) Voting Members: Members shall have the right to vote, as set forth in these Bylaws, on the election of Directors and Officers, on the disposition of all or substantially all of the corporation's assets, on any merger in its principal terms and any amendment of those terms, and on any election to dissolve the corporation. In addition, those members shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law. If the corporation is dissolved, those members shall receive a pro rata distribution of all assets, exclusive of those held in charitable trust, remaining after payment or provision for payment of the obligations and debts of the corporation and provision for any other payment required under applicable law.

Section 2. Dues. Each member must pay, within the time and on the conditions set by the Board, annual dues in amounts to be fixed from time to time by the Board.

Section 3. Good Standing. Members who have paid the required dues in accordance with these Bylaws and who are not terminated shall be members in good standing.

Section 4. Termination of Membership. A membership may be terminated on occurrence of any of the following events:

(a) Resignation of the member, on reasonable notice to the Corporation;

(b) Failure of the member to pay dues as set by the Board within sixty (60) days after they become due and payable;

(c) Failure of a member to attend three (3) or more regularly scheduled meetings during a calendar year, unless the membership committee finds good cause to retain said person as a member. The Board may excuse any absence of a member where such member notified the Board that such absence was the result of a previous speaking engagement, illness, personal problem or unusual business circumstance.

Section 5. Transfer of Memberships. No membership or right arising from membership shall be transferred. Subject to Section 9(d) of this Article IV, all membership rights cease on the member's death.

Section 6. Meetings of Members.

(a) Place of Meeting: Meetings of the members shall be held at any place within or outside California designated by the Board or by the written consent of all members entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, members' meetings shall be held at the corporation's principal office.

(b) Annual Meetings: An annual meeting of members shall be held on the third Tuesday in November of each year at 7:00 p.m., unless the Board fixes another date or time and so notifies members as provided in paragraph (d) below. If the scheduled date falls on a legal holiday, the meeting shall be held the next full business day. At this meeting, Officers and Directors shall be elected and any other proper business may be transacted, subject to paragraphs d(i) and d(ii) below.

(c) Special Meeting:

(1) Persons Authorized to Call: A special meeting of the members for any lawful purpose may be called at any time by the Board or by the President, First Vice President, Second Vice President, or Secretary, or by five percent (5%) or more of the members.

(2) Calling Meetings: A special meeting called by any person (other than the Board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President or any Vice President or the Secretary of the corporation. The Officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with paragraph (d) below, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be at least thirty-five (35) but no more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board.

(3) Proper Business of Special Meeting: No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

(d) Notice Requirements for Members' Meetings:

(1) General Notice Requirements: Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, in accordance with subparagraph (3) below, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting and, (i) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (ii) for the annual meeting, those matters that the Board, at the time notice is given, intends to present for action by the members, but any proper matter may be presented at the meeting. The notice of any meeting at which Officers and Directors are to be elected shall include the names of all persons who are nominees when notice is given.

(2) Notice of Certain Agenda Items: Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid

only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (i) Removing a Director without cause;
- (ii) Filling vacancies on the Board;
- (iii) Amending the Articles of Incorporation;
- (iv) Approving a contract or transaction between the Corporation and one or more Directors, or between the Corporation and any entity in which a Director has a material financial interest;
- (v) Electing to wind up and dissolve the Corporation; and/or
- (vi) Approving a Plan of distribution of assets, other than money, not in accordance with the liquidation rights of any class or classes as specified in the Articles or Bylaws, when the Corporation is in the process of winding up.

(3) Manner of Giving Notice: Notice of any meeting of members shall be in writing and shall be given at least ten (10) but no more than ninety (90) days before the meeting date. The notice shall be given either personally or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member appearing on the books of the Corporation or at the address given by the member to the Corporation for purposes of notice. If no address appears on the Corporation's books and no address has been so given, notice shall be deemed to have been given if either (i) notice is sent to that member by first-class mail or electronic or other written communication to the Corporation's principal office or (ii) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

(4) Affidavit of Mailing Notice: An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the Secretary, Assistant Secretary, or any transfer agent of the Corporation, and if so executed, shall be filed and maintained in the Corporation's minute book.

(e) Quorum:

(1) Percentage Required: Fifty-one percent (51%) of the voting members shall constitute a quorum for transaction of business at any meeting of the members.

(2) Loss of Quorum: The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

(f) Adjournment and Notice of Adjourned Meetings: Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. No meeting

may be adjourned for more than forty-five (45) days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

(g) Voting:

(1) Eligibility to Vote: Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law members entitled to vote at any meeting of members shall be members in good standing as of the record date determined under Sections 8(a) and 8(b) of this Article IV.

(2) Manner of Casting Votes: Voting may be by voice or ballot, except that any election of Officers and Directors must be by ballot if demanded by any member at the meeting before the voting begins.

(3) Voting: Each member entitled to vote shall be entitled to cast one (1) vote on each matter submitted to a vote of the members.

(h) Waiver of Notice or Consent by Absent Members:

(1) Written Waiver or Consent: The transactions of any meeting of members, however called or notice and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (i) a quorum is present either in person or by proxy, and (ii) either before or after the meeting, each member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in paragraph (d) (2) above, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(2) Waiver by Attendance: A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

Section 7. Action Without a Meeting.

(a) Action by Unanimous Written Consent: Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the member.

(b) Action by Written Ballot Without a Meeting: Any action except election of Officers and Directors that may be taken at any meeting of members may be taken at any meeting of members may be taken without a meeting by complying with the subparagraph (1), (2) and (3) below.

(1) Solicitation of Written Ballots: The Corporation shall distribute one (1) written ballot to each member entitled to vote on the matter.

Such ballots shall be mailed or delivered in the manner required by Section 6(d)(3) of this Article IV.

All solicitations of votes by written ballot shall (i) indicate the number of responses needed to meet the quorum requirement; (ii) with respect to ballots other than for election of Officers and Directors, state the percentage of approvals necessary to pass the measure or measures; and (iii) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (i) set forth the proposed action; (ii) provide the members an opportunity to specify approval or disapproval of each proposal; and (iii) provide a reasonable time within which to return the ballot to the Corporation. If the Corporation has one hundred (100) or more members, any written ballot distributed to ten (10) or more members shall provide, subject to reasonable specified conditions, that if the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification.

In any election of Officers and Directors, a written ballot that a member marks 'withhold,' or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of an Officer or a Director.

(2) Number of Votes and Approvals Required: Approval by written ballot shall be valid only when (i) the number of votes cast by ballot (including those ballots that are marked 'withhold' or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (ii) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

(3) Revocation: A written ballot may not be revoked.

(4) Filing: All written ballots shall be filed with the secretary of the Corporation and maintained in the corporate records for at least one (1) year.

Section 8. Record Date for Notice, Voting, Written Ballots, and Other Actions.

(a) Record Date Determined by Board: For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights with respect to any lawful action, the Board may, in advance, fix a record date. The record date so fixed

(1) for notice of a meeting shall not be more than ninety (90) nor less than ten (10) days before the date of the meeting;

(2) for voting at a meeting shall not be more than sixty (60) days before the date of the meeting;

(3) for voting by written ballot shall not be more than sixty (60) days before the day on which the first written ballot is mailed or solicited; and

(4) for any other action shall not be more than sixty (60) days before that action.

(b) Record Date Not Determined by Board:

(1) Record Date for Notice or Voting: If not otherwise fixed by the Board, the record date for determining members entitled (i) to receive notice of a meeting of members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held, and (ii) to vote at the meeting shall be the day on which the meeting is held.

(2) Record Date for Action by Written Ballot: If not otherwise fixed by the Board, the record date for determining those members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.

(3) Record Date for other Actions: If not otherwise fixed by the Board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

(c) Members of Record: For purposes of paragraphs (a) and (b) above, a person holding a membership at the close of business on the record date shall be a member of record.

Section 9. Proxies.

(a) Right of Members: Each member entitled to vote shall have the right to do either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the secretary of the Corporation. A proxy shall be deemed signed if the member's name is placed on the proxy (whether by manual signature, typewriting, electronic transmission, or otherwise) by the member or the member's attorney-in-fact.

(b) Form of Solicited Proxies: If the Corporation has one hundred (100) or more members, any form of proxy distributed to ten (10) or more members shall afford an opportunity on the proxy to specify a choice between approval and disapproval of each matter or group of related matters and shall provide, subject to reasonable specified conditions, that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification. In any election of Officers and Directors, any form of proxy that a member marks 'withhold,' or otherwise marks in a manner indicating that authority to vote for the election of Officers and Directors is withheld, shall not be voted either for or against the election of an Officer or a Director.

(c) Requirement That General Nature of Subject of Proxy Be Stated: Any revocable proxy covering matters for which a vote of the members is required, included (1) amendments to the Articles of Incorporation, (2) amendments to the Bylaws changing proxy rights, (3) removal of Directors without cause, (4) filling vacancies on the Board of Directors, (5) the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all of the corporate assets, unless the transaction is in the usual and regular course of the Corporation's activities, (6) the principal terms of a merger or the amendment of a merger agreement, (7) the election to dissolve the Corporation, (8) contracts or transactions between the Corporation and one or more Directors or between the Corporation and an entity in which the Director has a material financial interest, or (9) a plan of distribution of assets other than money to members when the Corporation is in the process of winding up and when the distribution is not in accordance with liquidation rights of any class or classes, shall not be valid unless the proxy sets forth the general nature of the matter to be voted on or, with respect to an election of Officers and Directors, the proxy lists those who have been nominated at the time the notice of the vote is given to the members.

(d) Revocability: A validly executed proxy shall continue in full force and effect until (1) revoked by the member executing it, before the vote is cast under that proxy, (i) by written communication delivered to the Corporation stating that the proxy is revoked, or (ii) by a subsequent proxy executed by that member and presented to the meeting, or (iii) as to any meeting, by that member's personal attendance and voting at the meeting; or (2) written notice of the death or incapacity of the maker of the proxy is received by the Corporation before the vote under that proxy is counted; provided, however, that no proxy shall be valid after the expiration of eleven (11) months from the date of the proxy, unless otherwise provided in the proxy, except that the maximum term of a proxy shall be three (3) years from the date of execution. The revocability of a proxy that states on its face that it is irrevocable shall be governed by Section 7613 of the California Corporations Code.

Section 10. Election of Officers and Directors.

(a) Nominations from the Floor: At a meeting of members to elect Officers and Directors, any member present at the meeting in person or by proxy may place names in nomination.

(b) Solicitation of Votes: The Board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all members to choose among the nominees.

(c) Use of Corporate Funds to Support Nominee: Without Board authorization, no Corporate funds may be expended to support a nominee for Officer or Director after more people have been nominated for Officer or Director than can be elected.

ARTICLE V

DIRECTORS

Section 1. Powers.

(a) General Corporate Powers: Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations in the Articles of Incorporation and these Bylaws regarding actions that require the approval of the members, the business and affairs of this Corporation shall be managed, and all Corporate powers shall be exercised, by or under the direction of the Board of Directors; provided, however, that in order to preserve the nonprofit, exempt-from-income-tax status of this Corporation, neither the Board nor any member thereof shall do any act, or authorize or suffer the doing of any act by an Officer or employee of this Corporation, on behalf of the Corporation, which is inconsistent with the Articles or these Bylaws or the nonprofit purpose of this Corporation. Any such act or acts shall be null and void.

(b) Specific Powers: Without prejudice to these general powers, and subject to the same limitations, the Directors shall have the power to:

(1) Change the principal office in Newport Beach or Irvine, California, from one location to another; and designate any place within or outside California for the holding of any meeting of members; and

(2) Adopt and use a corporate seal; prescribe the forms of membership certificates consistent with the provisions of Section 7313 of the California Corporations Code; and alter the forms of the seal and certificates.

Section 2. Number and Qualification of Directors. The authorized number of Directors shall be nine (9), consisting of the five (5) Officers and four (4) Directors at large, one of which will be the immediate Past President, of the Corporation hereafter enumerated, all being chosen from members.

Section 3. Election, Designation, and Term of Office. All Directors shall be elected at each annual meeting of the members to hold office until the next annual meeting; provided, however, that if any such Directors are not elected at any annual meeting, they may be elected at any special meeting of the members held for that purpose or by written ballot. Each Director, including a Director elected to fill a vacancy or elected at a special meeting of the members or by written ballot, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

(a) Nominating Committee: At least thirty (30) days before the date for election of Directors, the President, with the approval of the Board, shall appoint a committee to select qualified candidates for election to the Board and for election to the offices of President, First Vice President, Second Vice President, Secretary, and Chief Financial Officer. The

nominating committee shall consist of at least four (4) members selected among fiduciaries, chartered life underwriters, attorneys, certified public accountants, financial planners, and members at large. The nominating committee shall make its report to the Board at least twenty (20) days before the date of the election. The Board shall make its decision, and the Secretary shall forward to each member with the notice of the meeting a list of the candidates nominated by the Board for each position.

(b) Member Nominations: Members representing twenty percent (20%) of the membership may nominate candidates for Officer or Director at any time before the thirtieth day preceding such election. On timely receipt of a nomination signed by the required number of members, the secretary shall cause the names of the candidates to be placed on the ballot along with those nominated by the Board. Prior consent of the candidates must be obtained.

(c) Nominations From the Floor: Nominations may be made at the meeting as provided in Article IV, Section 10.

(d) Election of Directors: All Directors shall be elected at each annual meeting of the members to hold office until the next annual meeting; provided, however, that if any such Directors are not elected at any annual meeting, they may be elected at any special meeting of the members held for that purpose or by written ballot. Each Director, including a Director elected to fill a vacancy or elected at a special meeting of the members or by written ballot, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

Section 4. Vacancies on Board.

(a) Events Causing Vacancy: A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the following: (1) the death, resignation, or removal of any Director; (2) the declaration by resolution of the Board of Directors of a vacancy of the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony, or, if the corporation holds assets in charitable trust, has been found by final order or judgment of any court to have breached any duty under Section 7238 of the California Corporations Code; (3) the vote of the members or, if this corporation has fewer than fifty (50) members, the vote of a majority of all the members of the corporation to remove a Director; (4) the increase of the authorized number of Directors; or (5) the failure of the members at any meeting of members at which any Director or Directors are to be elected, to elect the number of Directors to be elected at such meeting.

(b) Resignations: Any Director may resign by giving written notice to the President or the Secretary of the Board. The resignation shall be effective when notice is given unless the notice specifies a later time for the resignation to become effective. If the resignation of a Director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective.

(c) Vacancies Filled by Board: Except for a vacancy created by the removal of a Director by the members, vacancies in the Board of Directors may be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director, except that a vacancy created by the removal of a Director by the vote or written consent of the members of the corporation or by court order may be filled only by the vote of a majority of the members

entitled to vote represented at a duly held meeting at which a quorum is present, or by the written consent of a majority of the required quorum of members. Each Director so elected shall hold office until the next annual meeting of the members and until a successor has been elected and qualified.

(d) No Vacancy on Reduction of Number of Directors: No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

Section 5. Directors' Meetings.

(a) Place of Meetings: Meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board or in the notice of the meeting. In the absence of such designation, meetings shall be held at the principal office of this corporation. Notwithstanding the above provisions of this Section 5, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all the board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting.

(b) Meetings by Telephone: Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such a meeting.

(c) Annual Meeting: Immediately after each annual meeting of members, the Board shall hold a regular meeting for purposes of organization and transaction of other business. Notice of this meeting is not required.

(d) Other Regular Meetings: Other regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be fixed by the Board of Directors.

(e) Special Meetings:

(1) Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President or either Vice President or any two (2) Directors.

(2) Notice of the time and place of special meetings shall be given to each Director by one of the following methods: (i) by personal delivery of written notice; (ii) by first-class mail, postage prepaid; (iii) by telephone, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; or (iv) by electronic communication. All such notices shall be given or sent to the Director's address or telephone number as shown on the records of this corporation.

(3) In case the notice is mailed, it shall be deposited in the United States mail at least four (4) days before the time of the holding of the meeting. In case the notice is delivered personally or by telephone or electronic communication, such notice shall be

delivered personally or by telephone or by electronic communication at least forty-eight (48) hours before the time of the holding of the meeting.

(4) The notice shall state the time of the meeting. and the place of the meeting if other than the principal office of this corporation. It need not specify the purpose of the meeting.

(f) Quorum: A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the more stringent provisions of the California Nonprofit Mutual Benefit Corporation Law including, without limitation, those provisions relating to (1) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (2) appointment of committees, and (3) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

(g) Waiver of Notice: The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present, and either before or after the meeting, each of the Directors not present or who though present has prior to the meeting or at its commencement protested the lack of proper notice to him, signs a written waiver of notice. a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

(h) Adjournment: A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

(i) Notice of Adjournment: Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 6. Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 7. Compensation. Directors and members of committees shall receive no compensation for their services.

ARTICLE VI

OFFICERS

Section 1. Officers. The Officers of this Corporation shall be a President, a First Vice President, a Second Vice President, a Secretary, and a Chief Financial Officer. Said five (5) Officers shall automatically be members of the Corporation's Board of Directors. This Corporation may also have at the direction of the Board of Directors, a Treasurer, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other Officers as may be appointed in accordance with the provisions of Section 3 of this Article VI. If there is a Treasurer, such person shall be the Chief Financial Officer unless some other person is so appointed by the Board of Directors. Any number of offices may be held by the same person, except those of President and Secretary.

Section 2. Election of Officers. The Officers of the corporation, except those appointed in accordance with the provisions of Section 3 of this Article VI, shall be elected at each annual meeting of the members to hold office until the next annual meeting; provided, however, that if any such Officer is not elected at any annual meeting, he or she may be elected at any special meeting of the members held for that purpose or by written ballot. Each Officer, including an Officer elected at a special meeting of the members or by written ballot, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

Section 3. Subordinate Officers. The Board of Directors may appoint any other Officers that the business of the corporation may require, each of whom shall have the title, hold office for period, have the authority, and perform the duties specified in the Bylaws or determined from time to time by the Board of Directors.

Section 4. Removal of Officers. Any Officer may be removed, with or without cause by the majority vote of the members of the corporation entitled to vote, at any regular or special meeting thereof, or, in case of an Officer chosen by the Board of Directors, by the Board or any Officer on whom such power of removal may be conferred by the Board.

Section 5. Resignation of Officers. Any Officer may resign at any time by giving written notice to the Board of Directors. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 6. Vacancies in Office. Except for a vacancy created by the removal of an Officer by the members, a vacancy in any office may be filled by the Board of Directors, except that a vacancy created by the removal of an Officer by the vote or written consent of the members of the corporation or by court order may be filled only by the vote of a majority of the members entitled to vote represented at a duly held meeting at which a quorum is present, or by the written consent of a majority of the required quorum of members. Each Officer so elected shall hold office until the next annual meeting of the members and until a successor has been elected and qualified.

Section 7. President. The President shall, subject to the control of the Board of Directors, supervise, direct, and control the business of the corporation. The President shall preside at all

members' meetings and at all meetings of the Board of Directors. The President shall have such other powers and duties as may be prescribed by the Board of Directors or these bylaws. The President shall be the Chief Executive Officer of the corporation.

Section 8. Vice President. In the absence or disability of the President, the Vice Presidents, in order of their rank, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The First Vice President shall serve as Chairman of the Program Committee and shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors or these bylaws. The Second Vice President shall serve as Chairman of the Membership Committee and shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors or these bylaws.

Section 9. Secretary. The Secretary shall attend to the following:

(a) Book of Minutes: The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Directors, committees of Directors and of members' meetings, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given the names of those present at Board and committee meetings, the number of members present or represented at members' meetings, and the proceedings of such meetings. The Secretary shall keep or cause to be kept, at the corporation's principal office, a copy of the Articles of Incorporation and Bylaws, as amended to date.

(b) Membership Records: The Secretary shall keep or cause to be kept, at the corporation's principal office or at a place determined by resolution of the Board, a record of the corporation's members, showing each member's name, address, and class of membership.

(c) Notices. Seal and Other Duties: The Secretary shall give, or cause to be given, notice of all meetings of members, of the Board of Directors, and of committees of the Board required by these bylaws or by law to be given. The Secretary shall keep the seal of the corporation in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these bylaws.

Section 10. Chief Financial Officer. The Chief Financial Officer shall attend to the following:

(a) Books of Account: The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of this corporation. The Chief Financial Officer shall send or cause to be given to the members and Directors such financial statements and reports as are required to be given by law, by these bylaws, or by the Board. The books of account shall be open to inspection by any Director at all reasonable times.

(b) Deposit and Disbursement of Money and Valuables: The Chief Financial Officer shall deposit all money and other valuables in the name and to the credit of this corporation with such depositories as may be designated by the Board of Directors, and the Chief Financial Officer shall disburse the funds of this corporation as may be ordered by the Board of Directors. The Chief Financial Officer shall render to the President and the Board, when

requested, an account of all transactions effected by the Chief Financial Officer and of the financial condition of this corporation; and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these bylaws.

(c) Bond: If required by the Board of Directors, the Chief Financial Officer shall give this corporation a bond in the amount and with the surety or sureties specified by the Board of Directors for faithful performance of the duties of such office and for restoration to this corporation of all its books, papers, vouchers, money, and other property of every kind in the possession or under control of the Chief Financial Officer on such Officer's death, resignation, retirement, or removal from office.

Section 11. Compensation. Officers shall receive no compensation for their services.

ARTICLE VII

COMMITTEES

Section 1. Standing Committees. This corporation shall have the following standing committees:

(a) Program Committee: The First Vice President shall act as Chairman of the Program Committee. The Committee members shall be selected by the Chairman. The Program Committee shall be charged with the responsibility of preparing for and putting on the corporation's regular meetings.

(b) Membership Committee: The Second Vice President shall act as Chairman of the Membership Committee. The members of the Membership Committee shall be the Second Vice President and four (4) members selected by the Board of Directors. The Second Vice President shall represent his or her membership category, and the other four members shall be selected from the other membership categories of certified public accountant, attorney, financial planner, chartered life underwriter, and fiduciary. There shall be a maximum of one member from a membership category on the Membership Committee.

Section 2. Other Committees. The Board of Directors may, by resolution adopted by a majority of the Directors then in office, provided a quorum is present, establish one or more other committees, each consisting of two (2) or more Directors and no persons who are not Directors, to serve at the pleasure of the Board. Appointment to committees of the Board shall be by majority vote of the Director then in office. The Board may designate one (1) or more Directors as alternate members of any committee who may replace any absent member at any meeting of the committee.

Section 3. Restrictions on Committees. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may do any of the following:

(a) Take any final action on matters which, under the Nonprofit Mutual Benefit Corporation Law of California, also requires approval of the members or approval of a majority of all members;

- (b) Fill vacancies on the Board of Directors or on any committee that has the authority of the Board;
- (c) Fix compensation of the Directors for serving on the Board or on any committee;
- (d) Amend or repeal these bylaws or adopt new bylaws;
- (e) Amend or repeal any resolution of the Board of Directors which by its express terms is not so amenable or repealable;
- (f) Create any other committees of the Board of Directors or appoint the members of committees of the Board;
- (g) Expend corporate funds to support a nominee for Officer or Director after there are more people nominated for Officer or Director than can be elected; or
- (h) With respect to any asset held in charitable trust, approve any transaction between the corporation and one or more of its Directors or between the corporation and an entity in which one or more of its Directors have a material financial interest, subject to the special approval provisions of Section S233(d)(3) of the California Corporations Code.

Section 4. Meetings and Action of Committees. Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of these Bylaws concerning meetings of Directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or, if there is none, by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors, and notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws.

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER PERSONS

Section 1. Right of Indemnity. To the fullest extent permitted by law, this corporation shall indemnify its Directors, Officers, employees and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any proceeding, as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses", as used in this bylaw, shall have the same meaning as in Section 7237(a) of the California Corporations Code.

Section 2. Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the Board shall promptly determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

Section 3. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 1 and 2 above in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

Section 4. Insurance. The corporation shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its Officers, Directors, employees, and other agents, against any liability asserted against or incurred by any Officer, Director, employee, or agent in such capacity or arising out of the Officer's, Director's, employee's, or agent's status as such.

ARTICLE IX

RECORDS AND REPORTS

Section 1. Maintenance of Corporate Records. The corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Written minutes of the proceedings of its members, Board, and committees of the Board; and
- (c) A record of each member's name, address, and class of membership.

Section 2. Members Inspection Rights.

(a) Membership Records: Subject to Division 2, Part 3, Chapter 13, Article 3 (commencing at Section 8330) of the California Corporations Code and unless the corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

(1) Inspect and copy the records of members' names, addresses, and voting rights during usual business hours on five (5) days prior written demand on the corporation, which demand must state the purpose for which the inspection rights are requested; or

(2) Obtain from the Secretary of the corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for the election of Directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The Secretary shall make this list available to the member on or before the later of ten (10) days after (i) the demand is received or (ii) the date specified in the demand as the date as of which the list is to be compiled.

The corporation may, within ten (10) business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons that the proposed alternative does not meet the proper purpose of the demand.

If the corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.

Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts.

(b) Accounting Records and Minutes: On written demand on the corporation any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board, and committees of the Board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney.

Section 3. Maintenance and Inspection of Articles and Bylaws. The corporation shall keep at its principal office the original or a copy of the Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection by the members at all reasonable times during office hours.

Section 4. Inspection by Directors. Every Director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, and physical properties. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Section 5. Annual Report. An annual report shall be prepared within one hundred twenty (120) days after the end of the corporation's accounting year. That report shall contain the following information, in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the accounting year.
- (b) The principal changes in assets and liabilities, including trust funds.
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes.
- (d) The expenses or disbursements of the corporation for both general and restricted purposes.
- (e) A statement of the place where the names and addresses of current members are located.
- (f) Any information required by Section 6 below.

The annual report shall be accompanied by any report on the financial statements by independent accountants or, if there is no such report, by the certificate of an authorized Officer of the corporation that such statements were prepared without audit from the corporation's books and records.

This requirement of an annual report shall not apply if the corporation receives less than Ten Thousand Dollars (\$10,000.00) in gross receipts during the accounting year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Directors and to any member who requests it in writing.

Section 6. Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to all members, or as a separate document if no annual report is issued, the corporation shall annually prepare and mail or deliver to each member and furnish to each Director a statement of any transaction or indemnification of the following kind within one hundred twenty (120) days after the end of the corporation's accounting year:

(a) Unless approved by members under Section 7233(a) of the California Corporations Code, any transaction (1) to which the corporation was a party, (2) which involved more than Fifty Thousand Dollars (\$50,000.00), or was one of a number of transactions with the same interested person involving, in the aggregate, more than Fifty Thousand Dollars (\$50,000.00), and (3) in which either of the following interested persons had a direct or indirect material financial interest (a mere common Directorship is not a material financial interest):

- (1) Any Director or Officer of the corporation; or
- (2) Any holder of more than ten percent (10%) of the voting power of the corporation.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(b) A brief description of the amounts and circumstances of any loans, guaranties, indemnification's or advances aggregating more than Ten Thousand Dollars (\$10,000.00) paid during the accounting year to any Officer or Director of the corporation under Sections 1,2 and 3 of Article VIII of these Bylaws, unless that indemnification has already been approved by the members under Section 5034 of the California Corporations Code, or the loan or guaranty is not subject to the provisions of subdivision (a) of Section 7235(a) of that Code.

ARTICLE X

MISCELLANEOUS

Section 1. Accounting Year. The accounting year of this corporation shall be January 1 through December 31.

Section 2. Checks, Drafts, Evidence of Indebtedness. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to this corporation, shall be signed or endorsed by the Chief Financial Officer and either the President or First Vice President, and such other person or persons and in such manner as from time to time shall be determined by resolution of the Board of Directors.

Section 3. Corporate Contracts and Instruments: How Executed. The Board of Directors, except as otherwise provided in these Bylaws, may authorize any Officer or Officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of this corporation, and this authority may be general or confined to specific instances; and, unless so authorized or ratified by the Board of Directors or within the agency power of an Officer, no Officer, agent or employee shall have any power or authority to bind this corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

Section 4. Certificates of Membership.

(a) A certificate of membership may be issued to each member of the corporation, which certificate shall contain a statement in clean type across its face that the corporation is a nonprofit corporation.

(b) In case a certificate so issued is lost, destroyed, or mutilated, a new one may be issued therefore on such terms as the Board of Directors may prescribe.

Section 5. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a legal entity and a natural person.

Section 6. Prohibition Against Solicitation Mailings: Members will not use or disclose to others for use the Membership Roster for the purpose of making mass or general mailings/e-mailings for business or commercial purposes.

ARTICLE XI

AMENDMENTS

Section 1. Amendment by Board.

(a) Membership Rights Limitation: Subject to the rights of members under paragraph (b) of this Section 1 and under Section 2 below, the Board may adopt, amend, or repeal Bylaws unless the action would:

- (1) Materially and adversely affect the members' rights as to voting, dissolution, redemption or transfer;
- (2) Increase or decrease the number of members authorized in total or for any class;
- (3) Effect an exchange, reclassification, or cancellation of all or part of the memberships; or
- (4) Authorize a new class of membership.

(b) Members Approval Required: Once members have been admitted to the corporation, the Board may not, without the approval of the members, adopt, amend, or repeal any Bylaw provision that would:

- (1) Fix or change the authorized number of Directors;
 - (2) Fix or change the minimum or maximum number of Directors;
 - (3) Change from a fixed number of Directors to a variable number of Directors or vice versa;
 - (4) Increase or extend the terms of Directors;
 - (5) Allow any Director or any Officer (other than an Officer appointed in accordance with the provisions of Section 3 of Article VI of these bylaws) to hold office by designation or selection rather than by election by the members;
 - (6) Increase the quorum for members' meetings;
 - (7) Repeal, restrict, create, expand or otherwise change proxy rights;
- or
- (8) Authorize cumulative voting.

Section 2. Amendment by Members. New Bylaws may be adopted, or these Bylaws may be amended or repealed, by approval of the members, provided, however, that any such

adoption, amendment, or repeal also requires approval by the members of a class if that action would:

- (a) Materially and adversely affect the rights, privileges, preferences, restrictions, or conditions of that class as to voting, dissolution, redemption, or transfer in a manner different than the action affects another class;
- (b) Materially and adversely affect that class as to voting, dissolution, redemption, or transfer by changing the rights, privileges, preferences, restrictions, or conditions of another class;
- (c) Increase or decrease the number of memberships authorized for that class;
- (d) Increase the number of memberships authorized for another class;
- (e) Effect an exchange, reclassification, or cancellation of all or part of the memberships of that class; or
- (f) Authorize a new class of memberships.

No amendment may extend a Director's term beyond that for which the Director was elected.

IN WITNESS WHEREOF, the undersigned Members of the Board of Directors of the Orange County Estate Planning Council, formerly known as the Orange Coast Estate Planning Council, have executed this Ninth Amendment and Complete Restatement of Bylaws on the ____ day of _____, 2011.

Roger N. Cregg, President

Stephen C. Minana, First Vice President

Henry J. Coopersmith, Second Vice President

Marc D. Friedman, Secretary

Jessica S. Dorman-Davis, Chief Financial Officer

David B. Lang, Director at Large

Rick MacBarron, Director at Large

Erin S. Fukuto, Director at Large

Exhibit A

OCEPC

10th Amendment to the Bylaws

Certified Valuation Specialist, Certified Philanthropic Advisors, Associate Member

1. Article IV

- a. (a) Classes and Qualifications: This Corporation shall have nine (9) membership categories, namely: Attorneys, Certified Public Accountants, Chartered Life Underwriters, Fiduciaries, Financial Planners, Certified Valuation specialists, Planned Giving Specialists, Members at Large, and Associate Members. With the exception of the Associate Membership category, all categories require a minimum of five (5) years of experience in estate planning.
 - b. (7) Certified Valuation Specialist: Membership shall be limited to individuals who possess an appropriate valuation designation (e.g. Accredited Senior Advisors, Certified Financial Analysts, etc.), who are presently actively engaged in estate planning to which they devote at least 25% of their professional time.
 - c. (8) Planned Giving Specialist: Membership shall be limited to those individuals employed by 501(C) (3) organizations, who possess an appropriate charitable planning designation (e.g. Certified Specialist in Planned Giving, Chartered Advisor in Philanthropy etc.), and who spend at least 25% of their time on matters related to estate planning.
 - d. Associate Member: But for the fact that they do not meet the five (5) years of experience requirement, these individuals must otherwise satisfy the membership requirements of one of the membership categories listed above. Associate members shall not be entitled to vote on matters pertaining to the Corporation.
2. Article IV, Section 1, (c) Voting Members: Members (other than Associate Members) shall have the right to vote...
 3. Article IV, Section 6 (g) (1) Eligibility to Vote: Subject to the provisions....shall be members in good standing (other than Associate Members)...
 4. Article V, Section 2. Number and Qualification of Directors. The authorized, all being chosen from Members (other than Associate Members).
 5. Article V, Section 3 (a) Nominating Committee: At least thirty (30) days ... and Chief Financial Officer. The nominating committee shall consist of at least four (4) members selected from among Attorneys, CPA's, CLU's, Fiduciaries, Financial Planners, Certified Valuation specialists, Planned Giving Specialists, and Members at Large.
 6. Article V (b): Member Nominations: Members (other than Associate Members) representing...