

BYLAWS
OF
BOISE ESTATE PLANNING COUNCIL, INC.
An Idaho Nonprofit Corporation

ARTICLE I
OFFICES

Section 1.01 Principal Office. The principal office of Boise Estate Planning Council, Inc., an Idaho nonprofit corporation (the "Corporation"), shall be located at 205 N. 10th Street, Boise, Idaho 83702. The Corporation may have such other or substitute offices as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Section 1.02 Registered Office. The registered office of the Corporation to be maintained in the state of Idaho shall be located at 205 N. 10th Street, Boise, Idaho 83702, and may be changed from time to time by the Board of Directors.

ARTICLE II
MEMBERS

Section 2.01 Admission to Membership.

a. Professional Credentials. Any person with one or more of the following professional credentials may apply and be considered for membership by the Board of Directors: 1) J.D.; 2) L.L.B. 3) C.P.A.; 4) C.L.U.; 5) C.F.P.; 6) Ch.F.C.; 7) C.T.F.A.; 8) A.E.P.; and 9) M.S.F.S.

b. Member Recommendation. Any person who qualifies under Section 2.01.a. shall submit a written application for membership which is signed by a sponsor and four (4) additional persons of the same membership class as set forth in Section 2.02 of these Bylaws.

c. Approval of Application. All applications for membership shall be submitted to the Board of Directors accompanied by a check for the dues for the first year or a prorated amount or on such other procedures as determined by the Board of Directors. All dues shall be returned to the applicant if the person is not accepted as a member of the Corporation. An applicant shall be admitted to membership if the application is approved by a majority of the members of the Board of Directors. Each applicant approved by a majority of the Board of Directors for membership shall be admitted as a member and shall be placed in one of the classes set forth in Section 2.02. If any application is denied, the applicant shall have the right to

appeal such denial to a vote of the entire membership of the Corporation, which vote of members shall occur within sixty (60) days of the date when a written notice of appeal is received by the president and secretary of the Corporation. Conditions of membership and procedures for the suspension or termination of a membership by the Corporation may be established from time to time by the Board of Directors and recorded in the minutes of the proceedings of the Board of Directors.

d. **Annual Dues.** Annual dues shall be due at the time of admission and shall be prorated to reflect the number of months of membership during the first year of admission. Dues for subsequent years of enrollment shall be an amount determined by the Board of Directors and shall be due on the day and time established by the Board of Directors. Membership may be terminated as determined by the Board of Directors if dues are not timely received.

Section 2.02 Membership Classifications.

a. **Classes of Members and Voting.** The Corporation shall have four (4) classification of members, as follows: 1) Attorneys; 2) Certified Public Accountants; 3) Bank Trust Officers; and 4) Financial Service Professionals. Each member, provided he or she is listed as a member in good standing, shall be entitled to vote on any matter submitted to vote of the members.

b. **Limits to Membership Class.** There shall be a limit of thirty (30) members per class, unless modified by the Board of Directors.

Section 2.03 Attendance Requirements. Members shall hold a regular meeting once a month for the months of September, October, November, December, January, February, March, and April of each calendar year. Members shall be required to attend three (3) of the eight (8) regular monthly meetings. Members failing to meet the minimum attendance requirements shall be subject to termination as determined by the Board of Directors.

ARTICLE III MEETINGS

Section 3.01 Monthly Meetings. The monthly meeting shall be used to conduct any business of the Corporation. In addition, the program chair shall select an educational speaker, presenter, or other information to present to the members of the topic of estate planning and related topics.

Section 3.02 Annual Meetings. An annual meeting of the members shall be held each year in May, with the exact date, time and place of meeting to be established by the Board of Directors. The Board of Directors may from time to time change the date of the annual meeting, provided the members are given at least thirty (30) days' notice of the change in the annual meeting date. Such notice may be given through the Corporation's newsletter or other reasonable means. The annual meeting shall be held for the purpose of electing directors and for the transaction of such other business as may come before the Board.

Section 3.03 Special Meetings. Special meetings of the members may be called by the Board of Directors or on the request of not fewer than ten percent (10%) of the members of the Corporation.

Section 3.04 Place of Meetings. The Board of Directors may designate any place, either within or without the state of Idaho, as the place of meeting for any annual meeting or for any special meeting. If no designation is made, or if a special meeting is otherwise called, the place of meeting shall be the principal office of the Corporation in the state of Idaho.

Section 3.05 Notice of Meeting. The secretary, treasurer, the president, or members of the Board of Directors shall give notice through the newsletter regularly sent to members. If any notice is mailed to members, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at the member's address as it appears on the records of the Corporation or at such other last known address of which the Corporation may have notice, with postage thereon prepaid.

Section 3.06 Waiver of Notice. Whenever any notice is required to be given to any member under the provisions of the Idaho Nonprofit Corporation Act as set forth in Title 30, Chapter 3, Idaho Code (the "Act"), or under the provisions of the Articles of Incorporation of the Corporation (the "Articles") or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 3.07 Majority. A simple majority of the ballots returned or of those present at such meeting shall determine the new director(s).

ARTICLE IV DIRECTORS

Section 4.01 General Powers and Standard of Care. All corporate powers shall be exercised by or under authority of the Board of Directors and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors except as may be otherwise provided in the Act or the Articles. If any such provision is made in the Articles, the powers and duties conferred or imposed upon the Board of Directors by the Act shall be exercised or performed to such extent and by such person or persons as shall be provided in the Articles.

A director shall perform such director's duties as a director, including such director's duties as a member of any committee of the Board upon which such director may serve, in good faith, in a manner such director reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing such director's duties, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) One (1) or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented;
- (b) Counsel, public accountants, or other persons as to matters which the director reasonably believes to be within such person's professional or expert competence; or
- (c) A committee of the Board of Directors upon which such director does not serve, duly designated in accordance with a provision of these Bylaws, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

However, such director shall not be considered to be acting in good faith if such director has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs such duties shall have no liability by reason of being or having been a director of the Corporation.

Section 4.02 Number, Tenure, and Qualifications. The number of directors shall be five (5). One director shall be elected from each of the four (4) membership classifications and one class shall be represented twice on a rotating basis described in this Section 4.02.

Directors shall be elected for a four-year staggered term. Each director shall hold office until the end of the term or until a successor shall be elected and qualified. Nominations and qualifications for a director submitted by the director of the same discipline as the vacancy on the Board of Directors. The director so nominated shall be submitted to the members for approval at the regular monthly meeting in the month of May or the annual meeting. Nominations shall also be permitted from the floor at the meeting. Directors must be members of the Corporation and members of the Board of Directors shall be permitted to make recommendations. Each member, providing he or she is listed as a member in good standing, shall be entitled to vote in the election of the member for the position on the board of Directors providing he or she is present at the meeting of the Corporation called for this purpose.

Section 4.03 Vacancies. Any vacancy occurring on the Board of Directors and any directorship to be filled by reason of any increase in the number of directors shall be filled by the Board of Directors. Directors elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office.

Section 4.04 Removal of Directors. Any director may be removed from office for cause by a two-thirds ($\frac{2}{3}$) majority vote of the members in good standing. A director may be removed from office after two (2) unexcused absences within any twelve-month period of any Board of Directors meeting.

Section 4.05 Regular Meetings. A regular annual meeting of the Board of Directors shall be held, without other notice than this Bylaw, prior to, concurrently with, or within a month

following the annual meeting of members. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board of Directors.

Section 4.06 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any two (2) directors. The person or persons authorized to call special meetings of the Board of Directors may designate any place as the place for holding any special meeting of the Board of Directors so called.

Section 4.07 Notices. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previous thereto by written notice delivered personally or sent by mail or telegram to each director at each director's address as shown by the records of the Corporation. The attendance of a director at any meeting shall indicate that such director received notice of such meeting. The purpose of any special meeting of the Board shall be specified in the notice or waiver of notice of such meeting.

Section 4.08 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if fewer than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting without further notice. Once a quorum is established, it shall remain for the duration of the meeting.

Section 4.09 Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless otherwise provided by law or by these Bylaws.

Section 4.10 Informal Action. Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action as taken shall be signed by a majority of the directors.

Section 4.11 Open Meetings. It is the intent of the Corporation to conduct its business in open sessions whenever possible. However, in those circumstances where the Board of Directors is discussing or acting upon strategy with respect to litigation, implementation of security systems, purchase of property, interviews with prospective employees, and discussion of personnel matters, the meeting shall be closed.

On any other matter which the Board of Directors feels must be dealt with in a confidential manner, the Board of Directors may close its meeting to the members of the Corporation and the general public. An affirmative two-thirds ($\frac{2}{3}$) vote of the members of the Board of Directors present is necessary to close the meeting.

Section 4.12 Compensation. The officers and directors shall serve without compensation, but reasonable expenses incurred may be reimbursed when expended for and in the interest of the Corporation and approved by the Board of Directors in advance.

Section 4.13 Director Conflicts of Interest. No contract or other transaction between the Corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because such director's or directors' votes are counted for such purposes, if:

- (a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the vote or consent of such interested directors; or
- (b) The fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent, in which vote or consent such interested directors may participate to the extent that they are also members; or
- (c) The contract or transaction is fair and reasonable to the Corporation and such relationship or interest is fully and fairly disclosed or known to the Corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

Section 4.14 Loans to Directors. The Corporation shall not lend money to or use its credit to assist its directors or officers.

ARTICLE V OFFICERS

Section 5.01 Number and Title. The officers of the Corporation shall be a president, a vice president, a secretary, a treasurer, and a program chair. The Board of Directors may elect one or more assistant secretaries or one or more assistant treasurers as it may be deemed desirable. Any two or more offices may be not held by the same person. The officers of the Corporation shall also be members of the Board of Directors.

Section 5.02 Election and Term of Office. The Board of Directors shall elect or appoint a Chairperson at the annual meeting of the Board of Directors. The Chairperson shall fill the office of President until the next annual meeting. The other officers of the Corporation shall also be elected or appointed annually by the Board of Directors at the annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election

shall be held as soon as possible thereafter. Each officer shall hold office until their successor shall be duly elected and qualified.

Section 5.03 Vacancies. Vacancies may be filled or a new office created and filled at any meeting of the Board.

Section 5.04 Removal. Any officer elected or appointed by the Board of Directors may be removed by an affirmative vote of two-thirds ($\frac{2}{3}$) of the total Board of Directors whenever, in its judgment, the best interest of the Corporation would be served thereby.

Section 5.05 President. The president shall be the chief executive officer of the Corporation and the chairperson of the Board. The president shall chair the Executive Committee. The president shall conduct the monthly meeting of the Executive Committee for the Council and shall conduct the monthly Council meeting. The president shall provide general leadership for the Council and preside at Executive Committee meetings and monthly Council meetings. The president shall be in general charge of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The president may sign with the secretary, or any other proper officer of the Corporation authorized by the Board of Directors, any deed, mortgage, bond, contract, or other instrument which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated to some other officer or agent of the Corporation. In general the president shall perform all duties incident to the office of president and such other duties which shall be prescribed by the Board of Directors from time to time.

Section 5.06 Vice President. In the absence of the president or in the event of the president's inability or refusal to act, the vice president (or in the event there shall be more than one vice president, the vice presidents in order of their election) shall perform 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 vice president shall preside at Executive Committee meetings and monthly Council meetings in the absence of the president. The vice president shall oversee technology issues including the Council's website and shall make all necessary arrangements for the Annual Banquet. Any vice president shall perform other duties as from time to time may be assigned by the president or by the Board of Directors.

Section 5.07 Secretary. The secretary shall keep the permanent minutes of the meetings of the Board of Directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of the corporate records and corporate seal, and keep a register of the name and post office address of each corporate member. The secretary shall manage the process for professionals applying for membership on the Council, including maintaining application forms, maintaining the integrity of the application process and notification of acceptance. The secretary shall monitor monthly attendance of meetings and maintain attendance roles. The secretary shall in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or the Board of Directors.

Section 5.08 Treasurer. The treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation. The treasurer shall review monthly financial statements for the Council, oversee billing of members for annual dues, and pay the bills for the Council and generally attend to the checkbook. The treasurer shall assure that the bookkeeper receives and gives receipts for money due and payable to the Corporation from any source whatsoever, shall deposit all monies in the name of the Corporation in such bank or other financial institution as shall be selected by the Board of Directors, and in general shall perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the Board of Directors.

Section 5.09 Program Chair. The program chair shall be responsible for selecting the slate of speakers for the upcoming year, taking into consideration the advise of the other officers. The program chair shall send meeting notices to members, manage the relationship with the venue selected for the monthly meetings, coordinate nametags for Council members, and provide the introduction of the speaker at monthly meetings.

ARTICLE VI COMMITTEES

Section 6.01 Executive Committee. The Board of Directors may authorize an executive committee composed of the officers of the Corporation or any combination of officers. The powers of this committee shall be determined by the Board of Directors.

Section 6.02 Other Standing Committees. The Board of Directors may establish such additional committees as are necessary and appropriate to carry out the business of the Corporation. Committees designated by the Board of Directors may be composed entirely of officers, entirely of members of the Board of Directors, or may include members of the Corporation. Each committee shall have the duties and responsibilities delegated to it by the Board of Directors.

Section 6.03 Appointment. The chairperson of each standing committee shall be appointed by the chairman of the Board of Directors in consultation with the executive director and with the advice and consent of the Board of Directors.

Committee members shall be appointed by the chairperson of each committee in consultation with the president of the Board of Directors and the executive director. Committee members may or may not be members of the Board of Directors. At least one member on each standing committee shall be selected from among the membership of the Board of Directors.

Section 6.04 Duties. The duties, responsibilities, authority, and composition of all standing committees and ad hoc committees shall be stated in writing and adopted by resolution of the Board of Directors.

Section 6.05 Term of Office. All committee members shall serve until the first annual meeting following their appointment or until their successors have been appointed.

ARTICLE VII MISCELLANEOUS

Section 7.01 Indemnification. The Corporation shall indemnify any director, officer, or former director or officer of the Corporation against expenses actually and reasonably incurred by him/her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he/she is made a party by reason of being or having been a director or officer, except in relation to matters as to which he or she is adjudged in such action, suit, or proceeding to be liable for gross negligence or wilful misconduct in the performance of duty to the Corporation.

Section 7.02 Depositories. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, savings, and loan associations, trust companies, or other depositories as the Board of Directors may elect.

Section 7.03 Contracts. The Board of directors may authorize any officer(s) or agent(s) of the Corporation, in addition to the officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 7.04 Checks, Drafts, Etc. All checks, drafts, or order for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such persons and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the treasurer or an assistant treasurer.

Section 7.05 Fiscal Year. The fiscal year of the Corporation shall end on the last day of May of each year.

Section 7.06 Investment. Any funds of the Corporation which are not needed currently for the activities of the Corporation may, at the discretion of the Board of Directors, be invested in such investments as are permitted by law.

Section 7.07 Annual Audit. The financial books and records of the Corporation shall be audited by a public accountant at such times as authorized by the Board of Directors..

Section 7.08 Books and Records. The Corporation shall keep correct and complete books and records of accounts, shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep a record giving the name and address of the members entitled to vote. All books and records of the Corporation may be inspected by any member or his/her agent or attorney or the general public for any proper purpose as determined by law at any reasonable time.

Section 7.09 Dissolution. A resolution to Dissolve the Corporation shall be submitted to a vote of the members. In the event of dissolution of the Corporation, the Board of Directors shall, after payment of all liabilities of the Corporation, dispose of the assets of the Corporation in such a manner consistent with the Articles and the Act.

Section 7.10 Nondiscrimination. This Corporation is an equal opportunity employer and shall make available its services without regard to race, creed, age, sex, color, ancestry, or national origin.

Section 7.11 Political Activity. The Corporation shall not, in any way, use corporate funds in the furtherance of or engage in any political activity for or against any candidate for public office. However, this Bylaw shall not be construed to limit the right of any official or member of this Corporation to appear before any legislative committee to testify as to matters involving the Corporation.

Section 7.12 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the Corporation.

Section 7.13 Dues. There shall be membership dues as established by the Board of Directors.

Section 7.14 Parliamentary Procedure. All meetings of the Board of Directors and membership shall be governed by *Roberts' Rules of Order* (current edition) unless contrary procedure is established by the Articles, these Bylaws, or resolution of the Board of Directors.

Section 7.15 Bonding. The Board of Directors is authorized to require the treasurer and any other officer or employee of the Corporation to give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Corporation shall pay the premiums required for such bonds.

ARTICLE VIII AMENDMENTS

These Bylaws may be altered, amended, or repealed and a new set of Bylaws adopted by a two-thirds ($\frac{2}{3}$) majority vote of the Board of Directors. Any amendment, modification, or repeal of any provision of these Bylaws shall be submitted for approval by a majority of the members of the Corporation. At least ten (10) days' prior written notice setting forth a proposed action and time and place of meeting shall be given to all directors.

SECRETARY'S CERTIFICATION

This is to certify that the foregoing Bylaws of Boise Estate Planning Council, Inc., an Idaho Non-Profit Corporation, have been duly adopted by the Board of Directors at a meeting held on February 5, 2001.

Sandra Magette
Secretary
Date Signed: 2/13/2001